

## **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules made thereunder]**

**Dear Member(s),**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, to transact the following Special Businesses and for seeking approval of members on the following resolutions:

1. To increase the borrowing limits u/s 180(1)(c) of the Companies Act, 2013.
2. To create charge/mortgage etc. on Company's movable or immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013.
3. To ratify increase in remuneration of Mr. Dhanpal Doshi, Managing Director cum CEO of the Company.

The Statement pertaining to the said resolutions as required under Section 102 of the Companies Act 2013 setting out the material facts and the reasons thereof for each item is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors has appointed CS Kaushal Ameta (ICSI Membership No: 8144) from M/s Kaushal Ameta & Co., Company Secretaries as the Scrutinizer ("**Scrutinizer**") for conducting the Postal ballot and Electronic Voting in a fair and transparent manner and in accordance with the provisions of the Act and rules framed thereunder.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of Companies Act, 2013 and rules made there under, the Company is pleased to provide electronic voting ("e-Voting") facility as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-Voting is optional. If a Member has voted through e-Voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-Voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-Voting shall only be considered by the Scrutinizer and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-Voting facility is available at the link: <https://www.evotingindia.com> from 09:00 a.m. onwards on Wednesday, 16th May, 2018 till Thursday, 14th June, 2018 up to 05:00 p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and manner in which e-Voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in the attached self-addressed postage prepaid business reply envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 05:00 p.m. on Thursday, 14th June, 2018, failing which it will be treated as if no reply has been received from the concerned Member(s).

The Scrutinizer will submit his report to the Company after the completion of the scrutiny. The results of the Postal Ballot will be declared on or before Saturday, 16th June, 2018 at the Registered Office of the Company and will be displayed along with the Scrutinizer's Report, on the website of the Company ([www.indothai.co.in](http://www.indothai.co.in)) besides being communicated to BSE Limited and National Stock Exchange of India Limited. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.

### **Items of Special Business requiring consent of Members through Postal Ballot :**

#### **ITEM NO. 1 - INCREASING THE BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013 :**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

**RESOLVED THAT** in supersession of the Special Resolution passed at the Annual General Meeting of the Members of the Company held on 20th September, 2014 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, body corporates, banks or financial institutions whether by way of cash credit, advances or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties whether movable or stock-in-trade and all or any of the undertakings of the Company notwithstanding that the money or moneys to be borrowed, together with the money already borrowed by the Company, apart from temporary loans including Bank Guarantee obtained from the company's bankers in the ordinary course of business may exceed aggregate of its paid-up capital, free reserves and securities premium, provided that the total amount including the money/s already borrowed by the Company and outstanding at any time shall not exceed Rs. 200.00 Crores ( Rupees Two Hundred Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or a committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in this matter as the Board may in its absolute discretion deem fit and necessary, desirable or expedient and to settle any question that may arise in this regard and incidental hereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**ITEM NO. 2 - CREATION OF CHARGE/MORTGAGE ETC. ON COMPANY'S MOVABLE OR IMMOVABLE PROPERTIES IN TERMS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 :**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

**RESOLVED THAT** in supersession of the Special Resolution passed at the Annual General Meeting of the Members of the Company held on 20th September, 2014 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 consent of the Members be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges /hypothecation created by the Company) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), body corporate(s), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding Rs. 200.00 Crores (Rupees Two Hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalise the form, extent and manner, and the documents and deeds, as may be applicable, for creating the appropriate mortgages/ charges/ hypothecation on immovable and / or movable properties of the Company on such terms and conditions and at such time(s)/ tranche (s) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.

**ITEM NO. 3 - RATIFICATION OF INCREASE IN REMUNERATION OF MR. DHANPAL DOSHI, MANAGING DIRECTOR CUM CEO OF THE COMPANY :**

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

**RESOLVED THAT** pursuant to the resolution passed at the Meeting of Board of Directors dated 17th January, 2018 & pursuant to Members approval in their meeting held on 09th September, 2017 and in accordance with the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and as per Articles of Association of the Company, the Shareholders do hereby ratify the increase in the remuneration of Mr. Dhanpal Doshi, Managing Director cum Chief Executive Officer w.e.f. 01st February, 2018 in the following manner:-

1. To increase the Basic Salary from Rs. 62,920/- (Rupees Sixty Two Thousand Nine Hundred and Twenty only) per month to Rs. 1,00,000/- (Rupees One Lakh only) per month ; and
2. Commission (payable annually) in the following manner:-

Net Profits after tax	Commission
Upto Rs. 5,00,00,000/- ( Rupees Five Crores only)	Nil
Above Rs. 5,00,00,000/- (Rupees Five Crores only)	1.5% of the amount above Rs. 5,00,00,000/- (Rupees Five Crores only) per annum

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary in relation to the above resolution and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

**NOTES:**

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out material facts and reasons for the proposed Special Businesses is annexed.
2. Members can opt for only one mode of voting i.e. either by postal ballot or through e-Voting. In cases where members cast their votes through both modes, votes cast electronically ("e-Voting") shall be treated as valid and votes cast through postal ballot forms will be treated as invalid.
3. The Notice of the Postal Ballot along with the Postal Ballot Form with the self-addressed Business Reply Envelope is enclosed for use of the Member. The same will be sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on Friday, 27th April, 2018. The Members who have registered their e-mail IDs for receipt of documents in electronic mode, the same will be sent by e-mail. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on Friday, 27th April, 2018.
4. Members can also download the Postal Ballot Form from the link <https://www.evotingindia.com> or [www.indothai.co.in](http://www.indothai.co.in) or seek duplicate Postal Ballot Form from:

**Bigshare Services Private Limited**, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, Next to Keys Hotel, Marol Maroshi Road, Andheri (E), Mumbai - 400 059, Maharashtra - India.

Contact No: 022-62638200, Email Id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

The duplicate Postal ballot form may also be downloaded from the Company's website [www.indothai.co.in](http://www.indothai.co.in).

5. The voting period begins on Wednesday, 16th May, 2018 at 9:00 a.m. & ends on Thursday, 14th June, 2018 at 5:00 p.m. The e-Voting module shall also be disabled by CDSL for voting thereafter.
6. In case of any query/grievance, you may contact Mr. Kaushal Ameta, M/s Kaushal Ameta & Co., Practicing Company Secretaries, with respect to the voting by Postal Ballot including voting by electronic means at email ID: [7kaushal@gmail.com](mailto:7kaushal@gmail.com) , Tel.: 0731-4202337 or Cell: 9893523155.

**7. The instructions for Members for voting electronically are as under:-**

**(A) In case of Members receiving e-mail:**

- Step 1: Open your web browser during the voting period and log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- Step 2: Now click on "Shareholders" to cast your votes.
- Step 3: Now, fill up the following details in the appropriate boxes:

User-ID	a) For CDSL: 16 digits Beneficiary Id
	b) For NSDL: 8 Character DP ID followed by 8 Digits Client Id
	c) Members holding shares in physical form should enter the Folio Number registered with the Company

Step 4: Next, enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

Step 5: If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b> (Parmanent Account Number)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
<b>DOB#</b> (Date of Birth)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details#</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

# Please enter the DOB or Dividend Bank Details in order to login.

- Step 6: After entering these details appropriately, click on "SUBMIT" tab.
- Step 7: Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Step 8: For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Step 9: Click on EVSN for <INDO THAI SECURITIES LIMITED> to vote
- Step 10: On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Step 11: Click on the resolution file link if you wish to view the entire Resolution details.
- Step 12: After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.  
Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Step 13: You can also take print-out of the voting done by you by clicking on "Click here to print" option on the Voting page. If Demat account holder has forgotten the changed password then Enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the System.

Step 14: Note for Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.):

- 1) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 3) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- 4) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, they would be able to cast their vote.
- 5) A scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

**(B) In case of Members receiving the physical copy:**

Please follow all steps from step 1 to step 14 above to cast vote.

**8. The voting period begins on Wednesday, 16th May, 2018 at 09:00 a.m. and ends on Thursday, 14th June, 2018 at 05:00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 27th April, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

9. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board,  
**Indo Thai Securities Limited**

Sd/-

Udayan Abhilash Shukla

(Company Secretary cum Compliance Officer)

Place: Indore

Date: 28th April, 2018

**Registered Office:**

Capital Tower, 2nd Floor, Plot Nos. 169A-171,

PU-4, Scheme No. - 54, Indore - 452010, Madhya Pradesh

CIN: L67120MP1995PLC008959

Website: [www.indothai.co.in](http://www.indothai.co.in) ; Email: [indothaigroup@indothai.co.in](mailto:indothaigroup@indothai.co.in)

Tel.: 0731 - 4255800-801

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans including Bank Guarantee obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Hence it is proposed to **increase the maximum borrowing limits from Rs. 35.00 Crores (Rupees Thirty Five Crores only) to Rs. 200.00 Crores (Rupees Two Hundred Crores only).**

Your Directors recommend a Special Resolution to be passed for the same.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

**ITEM NO. 2**

Pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 the Company requires consent of the Members for the purpose of mortgaging/ creating charges on the properties of the Company to secure the loans availed by the Company. In order to facilitate securing the borrowings made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company.

By this proposal the approval of the Members is sought for mortgaging/creating charge on the assets of the Company to secure the loans availed by the Company **up to a limit of Rs. 200 Crores (Rupees Two Hundred Crores only).**

Your Board of Directors recommends the relevant resolution for your consideration and approval as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

**ITEM NO. 3**

Keeping in view the amount of hard work, energy and continuous efforts put in by Mr. Dhanpal Doshi, the Managing Director cum CEO of the Company, the Board thought that there existed a need to increase the remuneration of Mr. Dhanpal Doshi and therefore in the Meeting of Board of Directors duly convened and held on 17th January, 2018, the Board of Directors subject to Shareholders' approval, increased the remuneration in the following manner w.e.f. 01st February, 2018:

1. The basic salary of Mr. Dhanpal Doshi, Managing Director cum CEO, is increased from Rs. 62,920/- (Rupees Sixty Two Thousand Nine Hundred and Twenty only) per month to Rs. 1,00,000/- (Rupees One Lakh only) per month; and
2. Commission (payable annually) in the following manner:

<b>Net Profits after tax</b>	<b>Commission</b>
Upto Rs. 5,00,00,000/- ( Rupees Five Crores only)	Nil
Above Rs. 5,00,00,000/- (Rupees Five Crores only)	1.5% of the amount above Rs. 5,00,00,000/- (Rupees Five Crores only) per annum

Your Board recommends to ratify item no. 3 by way of Special Resolution.

Managing Director cum C.E.O., Mr. Dhanpal Doshi is concerned or interested in the resolution and Mr. Parasmal Doshi, Chairman cum Whole Time Director, may be deemed to be concerned or interested in the resolution pertaining to the ratification of increase in remuneration of Mr. Dhanpal Doshi, Managing Director cum C.E.O. of the Company, as they are related to each other.

The relatives of Mr. Dhanpal Doshi may be deemed to be interested in the resolution set out in Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Place: Indore

Date: 28th April, 2018

**Registered Office:**

Capital Tower, 2nd Floor, Plot Nos. 169A-171,  
PU-4, Scheme No. - 54, Indore - 452010, Madhya Pradesh  
CIN: L67120MP1995PLC008959

Website: [www.indothai.co.in](http://www.indothai.co.in) ; Email: [indothaigroup@indothai.co.in](mailto:indothaigroup@indothai.co.in)

Tel.: 0731 - 4255800-801

By Order of the Board,  
**Indo Thai Securities Limited**

Sd/-

Udayan Abhilash Shukla  
(Company Secretary cum Compliance Officer)

**Enclosures:**

- a) Postal Ballot Form
- b) Postage pre-paid self-addressed Business Reply Envelope



**POSTAL BALLOT FORM**

*(To be returned to the Scrutinizer appointed by the Company)*

**The last date for receipt of  
Postal Ballot Form is  
14th June 2018 (by 5:00 p.m.)**

**Serial No. :** \_\_\_\_\_

<b>1. Name &amp; Registered Address of the sole / first named Member</b>	
<b>2. Name(s) of the joint holder(s), if any</b>	
<b>3. Registered Folio No. / DP ID No. and Client ID No.*</b>  <b>*(Applicable to Members holding shares in dematerialized form)</b>	
<b>4. Number of Equity Share(s) held</b>	

5. I / We hereby exercise my/ our vote(s) in respect of the following Resolutions to be passed through Postal Ballot by conveying my/ our assent/ dissent to the said Resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Brief Description	Type of Resolution	No. of Shares for which votes cast	I/We assent to Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1	To increase the borrowing limits u/s 180(1)(c) of the Companies Act, 2013.	Special			
2	To create charge/mortgage etc. on Company's movable or immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013.	Special			
3	To ratify increase in remuneration of Mr. Dhanpal Doshi, Managing Director cum CEO of the Company.	Special			

Place:

Date:

\_\_\_\_\_  
Signature of the Member or Authorised Signatory

**Notes**

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, then there is no need to use this Form.

## INSTRUCTIONS

1. Member(s) desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it directly to the Scrutinizer appointed by the Board of Directors of the Company, Mr. Kaushal Ameta (ICSI Membership No. F-8144, CP No. - 9103) of M/s Kaushal Ameta & Co., Practicing Company Secretaries, in the enclosed postage-prepaid self-addressed business reply envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The voting period shall **commence on and from Wednesday, 16th May, 2018 at 9:00 a.m. and end on Thursday, 14th June, 2018 at 5:00 p.m.** The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Thursday, 14th June 2018. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/ Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases, the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution / Authority Letter together with the specimen signature(s) of the authorised signatory(ies) duly verified.
5. Voting right has been reckoned on the paid-up value of shares registered in the name of the Member as at the close of business on **Friday, 27th April, 2018 ('Cut-off date')**.
6. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to **Bigshare Services Private Limited** on [investor@bigshareonline.com](mailto:investor@bigshareonline.com). The Registrar and Share Transfer Agent shall forward the same along with postage-prepaid self-addressed business reply envelope to the Member. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above. Alternatively, Members can obtain a duplicate copy of the Postal Ballot Form by downloading it from the Company's website: [www.indothai.co.in](http://www.indothai.co.in).
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. Members are requested to fill Postal Ballot Forms in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The Postal Ballot shall not be exercised by a proxy.
8. If any extraneous paper is found in such envelope, the same would not be considered by the Scrutinizer and would be destroyed.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. The proposed Resolutions, if passed by the Members through Postal Ballot and Remote e-Voting, shall be considered as passed on the last date of voting, i.e. Thursday, 14th June, 2018.
11. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### REMOTE E-VOTING :

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereunder, the Company is pleased to provide Remote e-Voting facility (through e-Voting Platform of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com)), as an alternate which would enable the Member to cast votes electronically, instead of sending physical Postal Ballot Form.

Members opting through e-Voting, instead of voting through physical Postal Ballot, may access the e-Voting facility through weblink <https://www.evotingindia.com>. Particulars for e-Voting shall be as under:

## ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD / PIN
<b>EVSN of Indo Thai Securities Limited</b>	For Members holding shares in DP of CDSL: 16 digits Beneficiary ID - For Members holding shares in DP of NSDL: 8 Character DP ID followed by 8 Digits Client ID - For Members holding shares in Physical Form: Folio Number registered with the Company	PAN and DOB (date of birth) or Bank Details as recorded in demat account or in the company records

### AS PER SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID INCLUDE THE FOLLOWING:

- a. A form other than one issued by the company has been used;
- b. It has not been signed by or on behalf of the Member;
- c. Signature on the postal ballot form doesn't match the specimen signatures with the company;
- d. It is not possible to determine without any doubt the assent or dissent of the Member;
- e. Neither assent nor dissent is mentioned;
- f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- g. The envelope containing the postal ballot form is received after the last date prescribed;
- h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i. It is received from a Member who is in arrears of payment of calls;
- j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.