

## NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting ("AGM" or "Meeting") of the Members of INDO THAI SECURITIES LIMITED (the "Company") will be held on Saturday, 29th September, 2018 at 12:00 P.M. at Brilliant Convention Centre, Plot No. 5, Scheme No. 78 - II, Vijay Nagar, Indore, Madhya Pradesh, 452010, to transact the following businesses:

### ORDINARY BUSINESS:

#### Item No. 1-Adoption of Financial Statements :

To consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended

31st March, 2018 together with the Reports of the Board of Directors (the "Board") and Auditors thereon.

#### Item No. 2 -Declaration of Dividend :

To declare a final dividend of Re. 1/- per equity share of Rs. 10/- each (i.e. at the rate of 10% on the face value) for the financial year ended 31st March, 2018.

#### Item No. 3 - Appointment of Mr. Rajendra Bandi, as a Director, Liable to Retire by Rotation :

To appoint a Director in place of Mr. Rajendra Bandi (DIN: 00051441), who retires by rotation and being eligible, seeks re-appointment.

By order of the Board of Directors  
**Indo Thai Securities Limited**

Date : 23rd July, 2018  
Place : Indore

### Registered Office:

"Capital Tower", 2nd Floor, Plot Nos. 169A-171,  
PU-4, Scheme No.-54, Indore - 452010, Madhya Pradesh  
CIN: L67120MP1995PLC008959  
Tel.: 0731-4255800  
Website: [www.indothai.co.in](http://www.indothai.co.in); Email: [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

**Dhanpal Doshi**  
(Managing Director cum CEO)  
(DIN : 00700492)

## NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. The instrument appointing the proxy, to be effective, should, however be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than forty-eight hours before the commencement of the Meeting.**
2. **A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked. The holder of proxy shall prove his identity at the time of attending the Meeting.**
3. Attendance Slip, Proxy Form and a Route Map showing directions to reach the venue of the AGM is given at the end of the Notice as per the requirements of "Secretarial Standard – 2" on General Meetings.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
6. Members, Proxies and Authorized Representatives are requested to bring their copies of Annual Report to the Meeting. Members who hold shares in dematerialized form are requested to bring their depository account number for easier identification and recording of the attendance at the Meeting. Members are requested to kindly handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the Meeting hall where the AGM is proposed to be held. Members are requested to quote Registered Folio/Client Id and DP Id in all their correspondence.
7. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
8. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and public holidays, during business hours up to the date of the Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
10. The business set out in the Notice may be transacted through electronic voting system ("e-voting") and the Company is providing facility for the same. A facility for voting by poll will also be made available to the Members attending the Meeting. Instructions and other information relating to e-voting and ballot paper voting are given in this Notice under Note No. 24.
11. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, M/S SPARK & Associates, who were appointed in the 22nd AGM, held on Saturday, 24th September, 2016.
12. Securities and Exchange Board of India ("SEBI") & Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. The Companies Act, 2013 (the "Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permit Companies to send soft copies of the Annual Report to all those Shareholders who have registered their e-mail addresses with the Company's Registrar and Share Transfer Agent/Depository Participant(s). To support this green initiative, the Annual Report for 2017-18, Notice for Annual General Meeting, Attendance Slip, Proxy Form, etc. are being sent in electronic mode to Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer

Agent/Depository Participant(s) for communication purpose, unless any Member has requested for physical copy of the same.

This will help us in prompt sending of Notices, Annual Reports and other Shareholder communications in electronic form. For Members whose email addresses are not available with the Company's Registrar and Share Transfer Agent/Depository Participant(s), physical copy of the Annual Report for the financial year 2017-18, the Notice of 24th AGM, etc. are being sent in the permitted mode.

13. Please note that the Annual Report 2017-18 and the Notice of 24th Annual General Meeting are also hosted on the Company's website [www.indothai.co.in](http://www.indothai.co.in) for download.
14. SEBI vide circular no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has mandated that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore, all the Members holding shares in physical form are requested to kindly get their shares dematerialized before 5th December, 2018.
15. S E B I vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated the submission of Permanent Account Number ("PAN") and bank account details of all securities holders holding securities in physical form to the Company/Bigshare Services Pvt. Ltd. (Registrar and Share Transfer Agent). Members holding shares in electronic form are also requested to submit/update their PAN and bank account details to their Depository Participants with whom they are maintaining their Demat accounts.
16. Members holding shares in electronic form are requested to intimate immediately any change in their address, e-mail address, contact details to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are also requested to direct any change in their address, e-mail address, and contact details immediately to the Company/ Bigshare Services Pvt. Ltd.
17. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form desiring to avail this facility may send their nomination

in the prescribed Form No. SH-13 duly filed to Bigshare Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

18. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and "Secretarial Standard – 2" on General Meetings issued by the Institute of Company Secretaries of India, of the Director seeking re-appointment, are annexed hereto.
19. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (both days inclusive) and the dividend as may be declared shall be payable to Members of the Company whose names appear:
  - a) As Beneficial Owners as at the end of business hours on Saturday, 22nd September, 2018 as per the download to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd., in respect of the shares held in electronic form; and
  - b) As Members in the Register of Members of the Company as on Saturday, 22nd September, 2018 in respect of the shares held in physical form.

Subject to the provisions of the Act, dividend on equity shares, as recommended by Board, if declared at the Meeting, will be credited/dispatched on or after Saturday, 29th September, 2018.
20. The Securities and Exchange Board of India and Reserve Bank of India ("RBI") have advised all listed companies to mandatorily use the National Electronic Clearing Services (NECS) facility wherever possible for dividend payment to the Shareholders. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, Bigshare Services Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. For the shares held in physical form, the Bank particulars may be sent to Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company. For electronic shares, the Members are requested to direct change in relevant information to the

concerned Depository Participant with whom the demat account is operational. In the absence of electronic credit facility, the bank account details, if available, will be printed on the Dividend Warrants/Demand Drafts. Members holding shares in dematerialized form must give instructions, regarding bank accounts in which they wish to receive dividend, to their respective Depository Participant.

21. In terms of provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, read with relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the 'Unpaid Dividend Account' of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India.

However, there was no such amount required to be transferred into Investor Education and Protection Fund (IEPF) during the year 2017-18. Please be informed that the due months for transferring the unclaimed final dividend for the financial year ended 31st March, 2015, 31st March, 2016 and 31st March, 2017 to Investor Education and Protection Fund is September, 2022, September, 2023 and September, 2024 respectively. The Shareholders who have not yet encashed their final dividend for the financial years 2014-15, 2015-16 and 2016-17 are requested to make their claim to Company's Registrar and Share Transfer Agent.

The Company will upload the details of unpaid and unclaimed dividend amounts lying with the Company for the financial year 2014-15, 2015-16 and 2016-17 as on 29th September, 2018 (date of ensuing Annual General Meeting) on the website of the Company ([www.indothai.co.in](http://www.indothai.co.in)).

22. Members are requested to send queries, if any, related to accounts, to the Company at least 10 (ten) days before the date of Annual General Meeting so that the answers may be made readily available at the Meeting. Members seeking any information or clarification on Annual Report 2017-18 are requested to send their queries to the Company not less than 7 (seven) days before the AGM to enable the Company to compile the information and provide replies at the Meeting.
23. Non-Resident Indian Members are requested to inform Bigshare Services Private Limited immediately of:
- Change in their residential status on return to India for permanent settlement;

- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.

**24. Instructions for e-voting and ballot paper voting:**

- In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set forth in the Notice of the 24th Annual General Meeting, scheduled to be held on Saturday, 29th September, 2018 at 12.00 P.M., may be transacted through such electronic voting ("remote e-voting"). The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("CDSL").
- Members whose names are recorded in the Register of Members maintained by the Depositories as on the Cut-off date i.e. Saturday, 22nd September, 2018, shall be entitled to avail the facility of remote e-voting or voting through Ballot Form or Poll at the AGM. Any recipient of the Notice who is not a Member as on the Cut-off date shall treat this Notice as intimation only.
- A person, who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date shall be entitled to exercise his/ her vote either electronically i.e. remote e-voting or voting through Ballot Form or Poll at the AGM by following the procedure mentioned in this part.
- The remote e-voting will commence on Tuesday, 25th September, 2018 at 9.00 A.M. and will end on Friday, 28th September, 2018 at 5.00 P.M. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Saturday, 22nd September, 2018, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

- f) For the benefit of Members who do not have access to remote e-voting facility, a Ballot Form is annexed hereto to enable them to send their assent or dissent by post. Members may send the duly completed Ballot Papers so as to reach the Scrutinizer appointed by the Board of Directors of the Company.

Any Person who becomes a Member after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Saturday, 22nd September, 2018 have the option to request for copy of the Ballot Form by sending an email to [compliance@indothai.co.in](mailto:compliance@indothai.co.in) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com) by mentioning their Folio No./ DP Id and Client Id No. Ballot form received after 28th September, 2018 (5.00 P.M.) will be treated as invalid.

The facility for voting through Polling Paper shall also be made available at the AGM and the Members attending the Meeting who have not already cast their votes by remote e-voting or by Ballot Form shall be able to exercise their right at the Meeting through Poll Paper. The Members who have already cast their vote by remote e-voting or Ballot Form prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their vote again.

A Member can opt only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot Form shall be treated as invalid.

- g) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 22nd September, 2018.
- h) The Company has appointed M/s Kaushal Ameta & Co., Practicing Company Secretaries, Indore (holding Fellow Membership No. 8144 and Certificate of Practice No. 9103) to act as the Scrutinizer for conducting the remote e-voting process, voting through Ballot Form & voting through Poll Paper at the AGM, in a fair and transparent manner and consent to be appointed as the same has been communicated to the Company.
- i) **The instructions for Members for voting electronically are as under :-**
- (i) The voting period begins on Tuesday, 25th

September, 2018 at 9.00 A.M. and ends on Friday, 28th September, 2018 at 5.00 P.M. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members.
- (iv) Now enter your 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 Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user, follow the steps given below :

**For Members holding shares in demat form and physical form**

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>► 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 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>► In case the sequence 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</p>
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Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>► If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <INDO THAI SECURITIES LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by

you by clicking on "Click here to print" option on the Voting page.

- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians.**
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
  - 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.
- (xx) 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).

**In case of Members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on Tuesday, 25th September, 2018 at 9.00 A.M. and ends on Friday, 28th September, 2018 at 5.00 P.M. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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).

25. The Scrutinizer, after scrutinizing the votes cast at the Meeting (poll), postal ballot (in lieu of e-voting) & through remote e-voting along with votes cast through Ballot Form will, in the presence of at least 2 (two) witnesses not in the employment of the Company and not later than 3 (three) days of

conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results on the resolutions will be declared not later than forty eight hours of conclusion of the AGM.

26. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indothai.co.in](http://www.indothai.co.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result are declared by the Chairman or any other person authorized by the Chairman and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

27. Subject to receipt of the requisite number of votes in favour, the resolution will be deemed to be passed on the date of the Annual General Meeting i.e. Saturday, 29th September, 2018.

By order of the Board of Directors  
**Indo Thai Securities Limited**

**Date :** 23rd July, 2018

**Place :** Indore

**Registered Office:**

"Capital Tower", 2<sup>nd</sup> Floor, Plot Nos. 169A-171,

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

CIN: L67120MP1995PLC008959

Tel.: 0731-4255800

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

**Dhanpal Doshi**  
(Managing Director cum CEO)  
(DIN : 00700492)

## E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	Password/PIN
EVSN of Indo Thai Securities Limited	<ul style="list-style-type: none"> <li>- For Members holding shares in DP of CDSL : 16 digits Beneficiary ID</li> <li>- For Members holding shares in DP of NSDL: 8 Character DP ID followed by 8 Digits Client ID</li> <li>- For Members holding shares in Physical Form: Folio Number registered with the Company</li> </ul>	PAN and DOB (date of birth) or Bank Details as recorded in demat account or in the company records.

Note: For further details please refer '**Instructions for E-Voting**' given under Note No. 24 to Notice to ensuing AGM.

## ANNEXURE TO NOTICE OF AGM

### **Brief Profile of Directors seeking Re-Appointment:**

In terms of provisions of Section 152 of Companies Act, 2013, Mr. Rajendra Bandi, being longest in the office, will retire by rotation and would be eligible for re-appointment in the ensuing Annual General Meeting. In conformity to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors retiring by rotation/seeking re-appointment at the ensuing Annual General Meeting are as under:

#### **Mr. Rajendra Bandi:**

Name of Director	Mr. Rajendra Bandi
Director Identification Number	00051441
Nationality	Indian
Date of birth	1 <sup>st</sup> March, 1961 (57 Years)
Date of first appointment on the Board	19 <sup>th</sup> January, 1995
Qualifications	Bachelor of Science and NISM Certifications in Currency and Derivatives module
Nature of expertise in specific functional areas	Real Estate Business
Directorship held in other listed companies (excluding foreign Companies and Section 8 Companies) *	Nil
Memberships/ Chairmanships of Committees of other listed companies *	Nil
Shareholding in the Company	3000 equity shares
Inter-se relationships between Directors	Not related to any Director/KMP

*\*Status as on 31<sup>st</sup> March, 2018*





## Indo Thai Securities Limited

**Registered Office :** "Capital Tower", 2<sup>nd</sup> Floor, Plot Nos. 169A-171,  
PU-4, Scheme No. 54, Indore-452010, (M.P.)

**CIN :** L67120MP1995PLC008959; **Ph :** 0731-4255800

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

### ATTENDANCE SLIP

DP ID									Regd. Folio No.	
Client ID									No. of Shares held	

Name of Shareholder	
Registered Address	

I/We hereby record my/our presence at the **24<sup>th</sup> Annual General Meeting** of the Company to be held on Saturday, 29th September, 2018 at 12:00 P.M. at Brilliant Convention Centre, Plot No. 5, Scheme No. 78 - II, Vijay Nagar, Indore, Madhya Pradesh, 452010.

Name of Member / Representative / Proxy : \_\_\_\_\_

Signature of Member / Representative / Proxy : \_\_\_\_\_

Note: ❖ Please fill and sign this Attendance Slip and hand it over at the entrance of the meeting hall.  
❖ Only the Member/Proxy holder can attend the meeting.



## Indo Thai Securities Limited

**Registered Office :** "Capital Tower", 2<sup>nd</sup> Floor, Plot Nos. 169A-171,  
PU-4, Scheme No. 54, Indore-452010, (M.P.)

**CIN :** L67120MP1995PLC008959; **Ph :** 0731-4255800

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

### PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	

DP ID									Regd. Folio No.	
Client ID									Email ID	

I/We, being the Member(s) of.....Shares of Indo Thai Securities Limited, hereby appoint :

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24<sup>th</sup> Annual General Meeting** of the Company, to be held on Saturday, 29th September, 2018 at Brilliant Convention Centre, Plot No. 5, Scheme No. 78 - II, Vijay Nagar, Indore, Madhya Pradesh, 452010 and at any adjournment thereof in respect of resolutions as are indicated below:

## ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



S.No.	Resolutions	Optional*	
		For	Against
1.	Adoption of Financial Statements		
2.	Declaration of Dividend		
3.	Appointment of Mr. Rajendra Bandi as a Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Member

Affix  
Revenue  
Stamp

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

### NOTE:

- ▶ This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- ▶ A Proxy need not to be Member of the Company.
- ▶ A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ▶ \*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- ▶ In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



# Indo Thai Securities Limited

**Registered Office :** "Capital Tower", 2nd Floor, Plot Nos. 169A-171,

PU-4, Scheme No.54, Indore-10, (M.P.),

**CIN :** L67120MP1995PLC008959; **Ph :** 0731-4255800

**Website :** www.indothai.co.in; **Email :** indothaigroup@indothai.co.in

## BALLOT FORM

(In lieu of Remote E-voting)

Serial No\* : \_\_\_\_\_ Member's Registered Folio No./DP ID & Client ID

1. Name(s) of the Member(s) including joint Holder(s) if any (IN BLOCK LETTERS) : \_\_\_\_\_
2. Postal Address of the Member : \_\_\_\_\_
3. Registered Folio No. /DP ID & Client ID\* : \_\_\_\_\_  
(\*Applicable to Members Holding Shares in demat form)
4. Number of share(s) held : \_\_\_\_\_

I/ We hereby exercise my/our vote in respect of the resolutions set out in the Notice of the 24th Annual General Meeting of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No	Description	Type of Resolution	No. of Shares	I/We assent to Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1.	Adoption of Financial Statements	Ordinary			
2.	Declaration of Dividend	Ordinary			
3.	Appointment of Mr. Rajendra Bandi as a Director	Ordinary			

Place :

\_\_\_\_\_  
(Signature of the Member)

Date :

\*Member's Registered Folio No./DP ID/Client ID shall be considered as Serial No. of Ballot Form for respective Member.

**Note:**

Please read the instructions printed overleaf carefully before exercising your vote.



## PROCESS, MANNER AND INSTRUCTIONS FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM



1. This Ballot form is provided for the benefit of Members who do not have access to remote e-voting facility and the Members can opt for only one mode i.e. either through remote e-voting or by ballot. If a Member casts vote by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
2. For detailed instructions on remote e-voting, please refer to the point no. 24 '**Instruction for E-voting**' given under Notice of Annual General Meeting.
3. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the Resolutions forming part of the Notice convening the Annual General Meeting of the Company.
4. Voting rights are reckoned on the basis of the shares registered in the name of the Members/Beneficial Owner as on Saturday, 22<sup>nd</sup> September, 2018.
5. Please complete and sign the Ballot Form and return the form in the self-addressed Business Reply Envelope so as to reach the Scrutinizer appointed by the Board of Directors of the Company on or before 28th September, 2018 (5.00 P.M.).
6. The form should be signed by the Member as per the specimen signature registered with the Depositories/Registrar & Share Transfer Agent. In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
7. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified. Valid Ballot Forms received by the Scrutinizer shall only be considered.
9. The results declared along with Scrutinizer's Report shall be placed on the Company's website [www.indothai.co.in](http://www.indothai.co.in) and on the website of the Central Depository Services (India) Limited <https://www.evotingindia.com> within 3 (three) days of the passing of the Resolutions at the Annual General Meeting of the Company and will be communicated to the Stock Exchanges where the shares of the Company are listed.
10. For any queries related to Ballot Form or for request of Duplicate Form, you can send an email to [compliance@indothai.co.in](mailto:compliance@indothai.co.in), further provided that the duplicate Ballot Forms shall reach the Scrutinizer on or before 28<sup>th</sup> September, 2018 (5.00 P.M.).





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Date: 23<sup>rd</sup> July, 2018

Dear Member,

### Re: Green Initiative in Corporate Governance : Go Paperless

The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. In accordance with the Circular No.17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry, companies can now send various notices/ documents (including notice calling Annual General Meeting, Audited Financial Statements, Director's Report, Auditor's Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment.

This is also a golden opportunity for every shareholder of the Indo Thai Securities Limited to contribute to Green Initiative of the Ministry of Corporate Affairs. All you need to do is to register your e-mail address in the format given below.

1. If you are holding shares in demat form, register your e-mail with the Depository Participant (DP) with whom you are maintaining your demat account.
2. If you are holding shares in physical form, you are requested to provide e-mail address by completing the '**E-communication Registration Form**' attached hereto and return the same to:

**Bigshare Services Pvt. Ltd.,**

1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel),

Marol Maroshi Road, Andheri East, Mumbai-400059

We shall treat the e-mail ID as your registered e-mail ID and use it for sending documents/ notices electronically.

Also you can change your registered e-mail ID, from time to time, as explained above.

Please note that as a Member, you are always entitled to receive on request, a copy of the said documents, free of cost, in accordance with the provisions of the Companies Act, 2013.

Best regards,

For **Indo Thai Securities Limited**

**Dhanpal Doshi**

(Managing Director cum CEO)

DIN : 00700492



### E-COMMUNICATION REGISTRATION FORM

Dear Sir,

Sub : **Registration of my e-mail address – Green Initiative in Corporate Governance**

I agree to receive the documents as referred in letter dated 23<sup>rd</sup> July, 2018, in electronic mode. Please register my e-mail address in your records, being my consent towards the same.

Folio No. : \_\_\_\_\_

E-mail : \_\_\_\_\_

Name of First/ Sole Holder : \_\_\_\_\_

Signature of the First & Joint Holder(s) : \_\_\_\_\_  
(as per specimen Registered)

