

General information about company	
Scrip code	533676
NSE Symbol	INDOTHAI
MSEI Symbol	NOTLISTED
ISIN	INE337M01013
Name of the entity	INDO THAI SECURITIES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I																				
Annexure I to be submitted by listed entity on quarterly basis																				
I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Wether the listed entity has a Regular Chairperson														Yes						
Whether Chairperson is related to MD or CEO														Yes						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Parasmal Doshi	AERPD3255P	00051460	Executive Director	Chairperson related to Promoter		05-07-1957	NA		01-10-2010	20-09-2017		114	1	0	2	0		
2	Mr	Dhanpal Doshi	ABZPD4781D	00700492	Executive Director	Not Applicable	CEO-MD	16-07-1965	NA		19-01-1995	20-09-2017		302	1	0	0	0		
3	Mr	Rajendra Bandi	ACIPB4006F	00051441	Executive Director	Not Applicable		01-03-1961	NA		19-01-1995	29-09-2018		302	1	0	0	0		
4	Mr	Sunil Kumar Soni	AFEPS1652K	00508423	Non-Executive - Independent Director	Not Applicable		05-03-1958	NA		28-03-2002	28-09-2019		66	1	1	2	1		

I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Wether the listed entity has a Regular Chairperson																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Om Prakash Gauba	ABTPG7066N	00059231	Non-Executive - Independent Director	Not Applicable		26-04-1949	Yes	28-09-2019	29-01-2005	28-09-2019		66	1	1	2	1		
6	Mrs	Shobha Santosh Choudhary	AAZPC0060H	06934418	Non-Executive - Independent Director	Not Applicable		25-06-1958	NA		20-09-2014	28-09-2019		66	1	1	2	0		

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	Although the Risk Management Committee is not applicable on our Company, but the same has been formed keeping in view of good corporate governance practices.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00059231	Om Prakash Gauba	Non-Executive - Independent Director	Chairperson	28-08-2010		
2	00508423	Sunil Kumar Soni	Non-Executive - Independent Director	Member	28-08-2010		
3	06934418	Shobha Santosh Choudhary	Non-Executive - Independent Director	Member	10-11-2014		
4	00051460	Parasmal Doshi	Executive Director	Member	10-11-2014		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00508423	Sunil Kumar Soni	Non-Executive - Independent Director	Chairperson	28-08-2010		
2	00059231	Om Prakash Gauba	Non-Executive - Independent Director	Member	28-08-2010		
3	06934418	Shobha Santosh Choudhary	Non-Executive - Independent Director	Member	10-11-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00508423	Sunil Kumar Soni	Non-Executive - Independent Director	Chairperson	28-08-2010		
2	00059231	Om Prakash Gauba	Non-Executive - Independent Director	Member	28-08-2010		
3	06934418	Shobha Santosh Choudhary	Non-Executive - Independent Director	Member	10-11-2014		
4	00051460	Parasmal Doshi	Executive Director	Member	10-11-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051460	Parasmal Doshi	Executive Director	Chairperson	10-11-2014		
2	00700492	Dhanpal Doshi	Executive Director	Member	10-11-2014		
3	00059231	Om Prakash Gauba	Non-Executive - Independent Director	Member	10-11-2014		
4	99999999	Deepak Sharma	Member	Member	10-11-2014		Textual Information(1)

Sr Text Block	
Textual Information(1)	Mr. Deepak Sharma is not the Director of the Comapny, he holds the position of Chief Financial Officer(CFO)

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051460	Parasmal Doshi	Executive Director	Chairperson	10-11-2014		
2	00700492	Dhanpal Doshi	Executive Director	Member	10-11-2014		
3	00051441	Rajendra Bandi	Executive Director	Member	10-11-2014		
4	00059231	Om Prakash Gauba	Non-Executive - Independent Director	Member	20-09-2018		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	14-12-2019				Yes	4	2
2		23-01-2020	39		Yes	5	2

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	13-12-2019				Yes	3	3
2	Audit Committee	23-01-2020	40			Yes	3	2
3	Stakeholders Relationship Committee	13-12-2019				Yes	3	3
4	Stakeholders Relationship Committee	23-01-2020	40			Yes	3	2
5	Corporate Social Responsibility Committee	13-12-2019				Yes	3	1
6	Corporate Social Responsibility Committee	23-01-2020	40			Yes	4	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	Contracts/ arrangements/ transactions for acquiring office space on lease from two related firms were executed during the F.Y. 2014-15 and approval of members on 27/09/2014 through postal ballot process was also obtained for the same. Except this, no material transaction was executed where shareholder's approval was required.

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Sanjay Kushwah
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	Although the Risk Management Committee is not applicable on our Company, but the same has been formed keeping in view of good corporate governance practices.

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.indothai.co.in/business-profile/
2	Terms and conditions of appointment of independent directors	Yes		https://www.indothai.co.in/wp-content/uploads/2020/05/Re-appointment-Letter-to-Independent-Directors.pdf /Appointment-Letter-to-Independent-Directors.pdf
3	Composition of various committees of board of directors	Yes		http://www.indothai.co.in/investor-overview/
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.indothai.co.in/wp-content/uploads/2017/11/Code-of-Conduct-For-Directors-Senior-Management-Officers-And-Employees-2.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.indothai.co.in/wp-content/uploads/2018/06/Vigil-Mechanism-Policy_06.05.2017.pdf /Vigil-Mechanism-Policy_06.05.2017.pdf
6	Criteria of making payments to non-executive directors	Yes		http://www.indothai.co.in/wp-content/uploads/2018/06/Policy-on-Remuneration-of-Directors-KMP-and-other-Employees.pdf /Policy-on-Remuneration-of-Directors-KMP-and-other- Employees.pdf
7	Policy on dealing with related party transactions	Yes		http://www.indothai.co.in/wp-content/uploads/2018/06/Policy-on-Related-Party-Transactions_06.05.2017.pdf /Policy-on-Related-Party-Transactions_06.05.2017.pdf
8	Policy for determining ‘material’ subsidiaries	Yes		http://www.indothai.co.in/wp-content/uploads/2018/06/Policy-for-Material-Subsidiary.pdf /Policy-for-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.indothai.co.in/wp-content/uploads/2020/05/Details-of-Familiarization-Programmes_2019-20.pdf

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.indothai.co.in/wp-content/uploads/2018/11/Contact-Information-for-Investor-Grievances.pdf
11	email address for grievance redressal and other relevant details	Yes		http://www.indothai.co.in/wp-content/uploads/2018/11/Contact-Information-for-Investor-Grievances.pdf
12	Financial results	Yes		http://www.indothai.co.in/shareholder-relations/
13	Shareholding pattern	Yes		http://www.indothai.co.in/shareholder-relations/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.indothai.co.in/shareholder-relations/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.indothai.co.in/shareholder-relations/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.indothai.co.in/
21	Materiality Policy as per Regulation 30	Yes		https://www.indothai.co.in/wp-content/uploads/2018/10/Policy-for-Determination-of-Materiality_20.09.2018.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.indothai.co.in/shareholder-relations/

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	NA	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Textual Information(1)	

Text Block	
Textual Information(1)	Although the Risk Management Committee is not applicable on our Company, but the same has been formed keeping in view the good corporate governance practices.

Annexure II		
1	Name of signatory	Sanjay Kushwah
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Sanjay Kushwah
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Sanjay Kuahwah
Designation of person	Company Secretary and Compliance Officer
Place	Indore
Date	14-05-2020

