

## NOTICE OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting ("AGM" or "Meeting") of the Members of INDO THAI SECURITIES LIMITED (the "Company") will be held on **Wednesday, 30<sup>th</sup> September, 2020 at 05:00 P.M.**, through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility to transact the following business:

### **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 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors (the "Board") and Auditors thereon.

#### **Item No. 2 - Appointment of Mr. Rajendra Bandi, the 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.

### **SPECIAL BUSINESS:**

#### **Item No. 3 - Re-appointment of Mr. Dhanpal Doshi as Managing Director cum Chief Executive Officer of the Company:**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Dhanpal Doshi (DIN: 00700492) as a Managing Director cum Chief Executive Officer [designated as "Executive Director"] of the Company, to hold office for a term of 3 (three) consecutive years with effect from 20<sup>th</sup> September, 2020, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the company shall not pay any sitting fee to Mr. Dhanpal Doshi for attending the meetings of the Board of Directors or any such other meetings.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Dhanpal Doshi, shall not exceed the overall ceiling of the total managerial remuneration as provided under

section 197 of the Companies Act, 2013 and in the event of absence or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Dhanpal Doshi as Managing Director cum Chief Executive Officer, the monthly salary, allowances, perquisites and other benefits shall be paid to him in accordance with and subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Dhanpal Doshi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard.

#### **Item No. 4 - Re-appointment of Mr. Parasmal Doshi as Whole Time Director of the Company, being liable to retire by rotation:**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Parasmal Doshi (DIN: 00051460) as a Whole Time Director [designated as "Executive Director"] of the Company, liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from 20<sup>th</sup> September, 2020, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the company shall not pay any sitting fee to Mr. Parasmal Doshi for attending the meetings of the Board of Directors or any such other

meetings.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Parasmal Doshi, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 and in the event of absence or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Parasmal Doshi as Whole Time Director, the monthly salary, allowances, perquisites and other benefits shall be paid to him in accordance with and subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Parasmal Doshi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard.

**Item No. 5 - Re-appointment of Mr. Rajendra Bandi as Whole Time Director of the Company, being liable to retire by rotation:**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Rajendra Bandi (DIN: 00051441) as a Whole Time Director [designated as "Executive Director"] of the Company, being liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from 20<sup>th</sup> September, 2020, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the company shall not pay any sitting fee to Mr. Rajendra Bandi for attending the meetings of the Board of Directors or any such other meetings.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rajendra Bandi, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 and in the event of absence or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Rajendra Bandi as Whole Time Director, the monthly salary, allowances, perquisites and other benefits shall be paid to him in accordance with and subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Rajendra Bandi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/ consent from the government departments, if any, as may be required in this regard.

Date : 29<sup>th</sup> August, 2020

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).

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

**Sanjay Kushwah**  
(Company Secretary cum Compliance Officer)



## NOTES:

1. Statement pursuant to section 102(1) of the Companies Act, 2013 and rules framed there under, in respect of special business under item nos. 3, 4, 5 set out in the Notice are annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No.20/2020, 14/2020, 17/2020 dated May 5, 2020, April 8, 2020 and April 13, 2020, respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the Company, by email through its registered email address to [compliance@indothai.co.in](mailto:compliance@indothai.co.in).
6. SEBI & MCA encourage paperless communication as a contribution to greener environment. The Companies Act, 2013 (the "Act") and the Listing Regulations, 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).  
In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.indothai.co.in](http://www.indothai.co.in) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.  
Members whose email address is not registered can register the same in the following manner:
  - a. Members holding share(s) in physical mode can register their e-mail ID with the Company/ RTA, Bigshare Services Private Limited; and
  - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
7. 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.
8. Applicable statutory records and all the documents referred to in the accompanying Notice of the 26<sup>th</sup> AGM, and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM and during the AGM. Members seeking to inspect such documents can send an e-mail to [compliance@indothai.co.in](mailto:compliance@indothai.co.in).
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In terms of Listing Regulations, the Securities of the listed Companies can only be transferred in dematerialized form w.e.f. 01<sup>st</sup> April, 2019. In view of the same, members are advised to dematerialize the shares held by them in physical form.
11. 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 Private Limited (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.
12. 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.

13. 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.

14. In terms of provisions of Sections 124 and 125 of the Companies Act, 2013 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 2019-20. Please be informed that the due months for transferring the unclaimed final dividend for the financial year ended 31<sup>st</sup> March, 2015, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2019 to Investor Education and Protection Fund is September, 2022, September, 2023, September, 2024, September, 2025 and September, 2026 respectively. The Shareholders who have not yet encashed their final dividend for the financial years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 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, 2016-17, 2017-18 and 2018-19 as on 31<sup>st</sup> March, 2020 on the website of the Company ([www.indothai.co.in](http://www.indothai.co.in)).

15. Members are requested to send queries, if any, related to accounts, to the Company at least 10 (Ten) days before the date of AGM so that the answers may be made readily available at the Meeting. Members seeking any information or clarification on Annual Report 2019-20 are requested to send their queries to the Company not less than 7 (Seven) days before the date of AGM to enable the Company to compile the information and provide

replies at the Meeting.

16. 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.

**17. Instructions for attending the AGM and e-voting are as follows:**

**A. Instructions for Shareholders attending the AGM through VC/OAVM are as under:**

- Members will be able to attend the AGM through VC / OAVM through CDSL e-voting system (<https://www.evotingindia.com>) by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Facility of joining the AGM through VC / OAVM shall open 15 minutes before and close on expiry of 15 minutes from the schedule time of the AGM.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@indothai.co.in](mailto:compliance@indothai.co.in). Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting



mentioning their name, demat account number/folio number, email id, mobile number at [compliance@indothai.co.in](mailto:compliance@indothai.co.in). These queries will be replied to by the company suitably by email.

5. Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
6. Members who need technical assistance before or during the AGM, can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
7. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
8. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
9. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
10. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### B. Instructions for e-voting:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (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 26<sup>th</sup> AGM, scheduled to be held on **Wednesday, 30<sup>th</sup> day of September, 2020 at 05:00 P.M.** can 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").
- b. Members whose names are recorded in the Register of Members maintained by the Depositories as on the Cut-off date i.e. **Wednesday, 23<sup>rd</sup> September, 2020**, shall be entitled to avail the facility of remote e-voting for AGM. Any recipient of the Notice who is not a Member as on the Cut-off date shall treat this Notice as intimation only.
- c. 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 electronically i.e. remote e-voting for the AGM.
- d. The remote e-voting will commence on **Saturday, 26<sup>th</sup> September, 2020 at 09:00 A.M.** and will end on **Tuesday, 29<sup>th</sup> September, 2020 at 05:00 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. **Wednesday, 23<sup>rd</sup> September, 2020**, can 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.
- e. 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. 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. **Wednesday, 23<sup>rd</sup> September, 2020**.
- g. 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, for the AGM, in a fair and transparent manner and consent to be appointed as the same has been communicated to the Company.

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

- i) The voting period begins on **Saturday, 26<sup>th</sup> September, 2020 at 09:00 A.M.** and ends on **Tuesday, 29<sup>th</sup> September, 2020 at 05:00 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) i.e. **Wednesday, 23<sup>rd</sup> September, 2020** 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> <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 8 digits of the sequence number (which is communicated by email indicated in the PAN field).</li> <li>▶ 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.</li> </ul>
Dividend Bank Details OR 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> <ul style="list-style-type: none"> <li>▶ 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).</li> </ul>

- (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.

**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 emailed 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.
- ▶ 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)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. In case shares are held in Physical Mode, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to

[compliance@indothai.co.in](mailto:compliance@indothai.co.in)

2. In case shares are held in Demat Mode, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
2. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
18. The Scrutinizer, after scrutinizing the votes cast during the voting period and at the Meeting shall 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.
19. 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.
20. Subject to receipt of the requisite number of votes in favour, the resolution will be deemed to be passed on the date of the AGM i.e. **Wednesday, 30<sup>th</sup> September, 2020.**

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts

relating to the Special Business mentioned in the accompanying notice:

**Item No. 3**

Mr. Dhanpal Doshi (DIN : 00700492) was re-appointed as Managing Director cum CEO for a term of 3 years w.e.f. 20<sup>th</sup> September, 2017 and his tenure will expire on 19<sup>th</sup> September, 2020. Board feels that the services of Mr. Dhanpal Doshi should be available for a further period of 3 (three) years with effect from 20<sup>th</sup> September, 2020.

The Company has received consent in writing from Mr. Dhanpal Doshi to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013. In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 26<sup>th</sup> AGM, reappointed Mr. Dhanpal Doshi as Managing Director cum Chief Executive Officer of the Company at their meeting held on 29<sup>th</sup> August, 2020.

The main terms and conditions of re-appointment of Mr. Dhanpal Doshi, Managing Director cum CEO are given below:

**A. Tenure of Re-appointment:**

The re-appointment of the Managing Director cum CEO is for a period of three years with effect from 20<sup>th</sup> September, 2020.

**B. Nature of Duties:**

The Managing Director cum CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associate companies and/or subsidiaries.

**C. Remuneration:**

The aggregate of the remuneration as specified below or paid additionally in accordance of the rules of the Company in any Financial Year, shall not exceed the limit prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may from time to time be in force.

**i. Basic Salary**

Rs. 1,00,000/- (Rupees One Lakh only) Per Month with Annual Increment of 10% subject to management discretion.

**ii. Benefits, Perquisites and Allowances**

All legal & applicable perquisites including Provident Fund at specified rates from time to time in force. Gratuity as per the rules of the Company, but not exceeding half month salary for each completed year of service.

**Other Benefits:**

- Provision for use of car for Company's business and not considered as perquisites.
- Free mobile telephone facility and not considered as perquisites.
- Expenses for travelling, boarding, lodging during business trips and any medical assistance provided shall be reimbursed at actual cost and not considered as perquisites.
- Club fee payable shall be reimbursed at actual cost and not considered as perquisites.
- Premium expenses related to Insurance shall be reimbursed at actual cost and not considered as perquisites.

**D. Remuneration in case of loss or inadequate profit:**

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Managing Director cum CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**E. Other terms of re-appointment:**

- The terms and conditions of the re-appointment of the Managing Director cum CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit.
- The office of the Managing Director cum CEO may be terminated by either party by giving the 3 (three) month's prior notice in writing of such termination as may be mutually agreed between the parties i.e. Company and Mr. Dhanpal Doshi.
- The appointee Director shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its



Directors, Senior Management, Officers and Employees of the Company.

- iv. The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

The above may be treated as memorandum setting out the terms of re-appointment of Mr. Dhanpal Doshi under Section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 3 for approval by the Members.

Managing Director, Mr. Dhanpal Doshi is concerned or interested in the resolution and Whole-time Director, Mr. Parasmal Doshi may be deemed to be concerned or interested in the resolution pertaining to the re-appointment of Mr. Dhanpal Doshi, 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.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution.

I General Information				
1.	Nature of Industry	Shares & Stock Broking		
2.	Date or expected date of commencement of production	Company is engaged in Shares & Stock Broking activities since 1995 after obtaining Certificate of Commencement of Business dated 08 <sup>th</sup> Day of February,1995.		
3.	In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable		
4.	Financial Performance	Particulars	31.03.2020 (Rs. In Lakhs)	31.03.2019 (Rs. In Lakhs)
		Revenue	942.43	729.39
		PBT	-1360.52	-147.84
		PAT	-1089.28	-103.78
		Total Comprehensive Income	-1100.36	-103.58
5.	Foreign Investments or collaborators, if any	Not Applicable		
II Information about the appointee				
1	Background details	Mr. Dhanpal Doshi, aged 55 years, is a Founder Member, Promoter and Managing Director of the Company, involved in overall operations of the company.He is having over 29 years of experience in the field of Taxation, Finance and Corporate Laws, Capital & Derivative Markets, Corporate Restructuring, Acquisitions, Mergers, International Finance, NRI/FDI Investments, Double Taxation Treaties, Currency Market, Commodity Market and Real Estate Business.He has a degree of B.Com,M.B.A.and is a Fellow Member of “The Institute of Chartered Accountants of India”.		
2.	Past Remuneration	Rs. 1,00,000/- (Rupees One Lakh only) p.m. with Annual Increment of 10% plus all applicable perquisites.		
3.	Recognition or Awards	Nil		



4.	Job Profile and His Suitability	As mentioned above in the point no. B under the terms and conditions of his reappointment. He has excellent grip and comprehensive knowledge and experience in the field of Finance and Management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that the proposed reappointment of Mr. Dhanpal Doshi as Managing Director cum Chief Executive Officer is in the best interest of the Company and for smooth and efficient running of the business.
5.	Remuneration Proposed	As mentioned under point nos. C and D under the terms and conditions of his reappointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person.	In correspondence to the size and operations of the Company and the Industry bench marks, the profile of the appointee, along with the responsibilities shouldered on him, the remuneration proposed to be paid is reasonable to that of the alike companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	To the extent of transaction covered under Note no.[40] of the Financial Statements for the year ended 31.03.2020.
<b>III. Other Information</b>		
1.	Reasons of loss/ inadequate profit	Company is engaged in proprietary trading also and having inventory & investment in shares alongwith position in derivatives segment. Due to COVID-19, sudden crash in the market in the month of March 2020, resulted into loss on fair value changes in inventory & investments and loss in derivatives. Further in the year 2019-20 high volatility in the stock market also contributed towards the loss.
2.	Steps taken or proposed to be taken for improvement	The Company is making efforts to improve efficiency which shall thereby help the Company to turn into profit.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the profitability in measurable terms. However, the Company expects the strong growth and the improved financial performance in coming years.



**Item No.4**

Mr. Parasmal Doshi (DIN : 00051460) was re-appointed as Whole Time Director for a term of 3 years w.e.f. 20<sup>th</sup> September, 2017 and his tenure will expire on 19<sup>th</sup> September, 2020. Board feel that the services of Mr. Parasmal Doshi should be available for a further period of 3 (three) years with effect from 20<sup>th</sup> September, 2020.

The Company has received consent in writing from Mr. Parasmal Doshi to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013. In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 26<sup>th</sup> AGM, reappointed Mr. Parasmal Doshi as Whole Time Director of the Company at their meeting held on 29<sup>th</sup> August, 2020.

The main terms and conditions of re-appointment of Mr. Parasmal Doshi (Whole Time Director) are given below:

**A. Tenure of Re-appointment:**

The re-appointment of the Whole Time Director is for a period of three years with effect from 20<sup>th</sup> September, 2020.

**B. Nature of Duties:**

The Whole Time Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associate companies and/or subsidiaries.

**C. Remuneration:**

The aggregate of the remuneration as specified below or paid additionally in accordance of the rules of the Company in any Financial Year, shall not exceed the limit prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may from time to time be in force.

**i Basic Salary**

Rs. 1,21,000/- (Rupees One Lakh Twenty One Thousand only) Per Month with Annual Increment of 10% subject to management discretion.

**ii Benefits, Perquisites and Allowances**

All legal & applicable perquisites including Provident Fund at specified rates from time to time in force. Gratuity as per the rules of the Company, but not exceeding half month salary for each completed year of service.

**Other Benefits:**

- Provision for use of car for Company's business and not considered as perquisites.
- Free mobile telephone facility and not considered as perquisites.
- Expenses for travelling, boarding, lodging during business trips and any medical assistance provided shall be reimbursed at actual cost and not considered as perquisites.
- Club fee payable shall be reimbursed at actual cost and not considered as perquisites.
- Premium expenses related to Insurance shall be reimbursed at actual cost and not considered as perquisites.

**D. Remuneration in case of loss or inadequate profit:**

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**E. Other terms of Re-appointment:**

- The terms and conditions of the re-appointment of the Whole Time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit.
- The office of the Whole Time Director may be terminated by either party by giving the 3 (three) month's prior notice in writing of such termination as may be mutually agreed between the parties i.e. Company and Mr. Parasmal Doshi.
- The appointee Director shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
- The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions

given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

The above may be treated as memorandum setting out the terms of re-appointment of Mr. Parasmal Doshi under Section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 4 for approval by the Members.

Whole Time Director Mr. Parasmal Doshi is concerned or interested in the resolution and Mr. Dhanpal Doshi,

Managing Director may be deemed to be concerned or interested in the resolution pertaining to the re-appointment of Mr. Parasmal Doshi, as they are related to each other. The relatives of Mr. Parasmal Doshi may be deemed to be interested in the resolution set out in Item No.4 of the notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution.

I General Information				
1.	Nature of Industry	Shares & Stock Broking		
2.	Date or expected date of commencement of production	Company is engaged in Shares & Stock Broking activities since 1995 after obtaining Certificate of Commencement of Business dated 08 <sup>th</sup> Day of February, 1995.		
3.	In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable		
4.	Financial Performance	Particulars	31.03.2020 (Rs. In Lakhs)	31.03.2019 (Rs. In Lakhs)
		Revenue	942.43	729.39
		PBT	-1360.52	-147.84
		PAT	-1089.28	-103.78
		Total Comprehensive Income	-1100.36	-103.58
5.	Foreign Investments or collaborators, if any	Not Applicable		
II Information about the appointee				
1	Background details	Mr. Parasmal Doshi (holding DIN:00051460), aged 63 years, is a Founder Member, Promoter, Chairman cum Whole-time Director of the Company and having over 34 years of experience in the field of Capital & Derivative Market Analysis, Industrial Analysis, Sectorial Economics, Real Estate and Commodity Market, Finance and Management. Mr. Parasmal Doshi holds Degree of Bachelor in Commerce and Master of Business Administration. He is fellow Member of Institute of Chartered Accountants of India.		
2.	Past Remuneration	Rs. 1,18,871/- ( Rupees One Lakh Eighteen Thousand Eight Hundred and Seventy One only) p.m. with Annual Increment of 10% plus all applicable perquisites.		
3.	Recognition or Awards	Nil		
4.	Job Profile and His Suitability	As mentioned above in the point no. B under the terms and conditions of his reappointment. He has excellent grip and comprehensive knowledge and experience in the field of Finance and Management. His knowledge of various aspects		



		relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that the proposed re-appointment of Mr. Parasmal Doshi as Whole Time Director is in the best interest of the Company and for smooth and efficient running of the business.
5.	Remuneration Proposed	As mentioned under point nos. C and D under the terms and conditions of his reappointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person.	In correspondence to the size and operations of the Company and the Industry bench marks, the profile of the appointee, along with the responsibilities shouldered on him, the remuneration proposed to be paid is reasonable to that of the alike companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	To the extent of transaction covered under Note no.[40] of the Financial Statements for the year ended 31.03.2020.
<b>III. Other Information</b>		
1.	Reasons of loss/inadequate profits	Company is engaged in proprietary trading also and having inventory & investment in shares alongwith position in derivatives segment. Due to COVID-19, sudden crash in the market in the month of March 2020, resulted into loss on fair value changes in inventory & investments and loss in derivatives. Further in the year 2019-20 high volatility in the stock market also contributed towards the loss.
2.	Steps taken or proposed to be taken for improvement	The Company is efforts to improve efficiency which shall thereby help the Company to turn into profit.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the profitability in measurable terms. However, the Company expects the strong growth and the improved financial performance in coming years.

**Item No. 5**

Mr. Rajendra Bandi (DIN : 00051441) was re-appointed as Whole Time Director for a term of 3 years w.e.f. 20<sup>th</sup> September, 2017 and his tenure will expire on 19<sup>th</sup> September, 2020. Board feels that the services of Mr. Rajendra Bandi should be available for a further period of 3 (three) years with effect from 20<sup>th</sup> September, 2020.

The Company has received consent in writing from Mr. Rajendra Bandi to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013. In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of

Nomination and Remuneration Committee and subject to approval of shareholders at 26<sup>th</sup> AGM, re-appointed Mr. Rajendra Bandi as Whole Time Director of the Company at their meeting held on 29<sup>th</sup> August, 2020.

The main terms and conditions of re-appointment of Mr. Rajendra Bandi are given below:

**A. Tenure of Re-appointment:**

The re-appointment of the Whole Time Director is for a period of three years with effect from 20<sup>th</sup> September 2020.

**B. Nature of Duties:**

The Whole Time Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the

superintendence, control and directions of the Board in connection with and in the best interest of the Company and the business of one or more of its associate companies and/or subsidiaries.

### C. Remuneration:

The aggregate of the remuneration as specified below or paid additionally in accordance of the rules of the Company in any Financial Year, shall not exceed the limit prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may from time to time be in force.

#### i) Basic Salary

Rs. 24,200/- ( Rupees Twenty Four Thousand Two Hundred only) Per Month with Annual Increment of 10% subject to management discretion.

#### ii) Benefits, Perquisites and Allowances

All legal & applicable perquisites including Provident Fund at specified rates from time to time in force. Gratuity as per the rules of the Company, but not exceeding half month salary for each completed year of service.

#### Other Benefits:

- Provision for use of car for Company's business and not considered as perquisites.
- Free mobile telephone facility and not considered as perquisites.
- Expenses for travelling, boarding, lodging during business trips and any medical assistance provided shall be reimbursed at actual cost and not considered as perquisites.
- Club fee payable shall be reimbursed at actual cost and not considered as perquisites.
- Premium expenses related to Insurance shall be reimbursed at actual cost and not considered as perquisites.

### D. Remuneration in case of loss or inadequate profit:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Whole Time Director the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of

the Companies Act, 2013, or any modification(s) thereto.

### E. Other terms of Re-appointment:

- The terms and conditions of the re-appointment of the Whole Time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit.
- The office of the Whole Time Director may be terminated by either party by giving the 3 (three) month's prior notice in writing of such termination as may be mutually agreed between the parties i.e. Company and Mr. Rajendra Bandi.
- The appointee Director shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
- The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

The above may be treated as memorandum setting out the terms of re-appointment of Mr. Rajendra Bandi under Section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 5 for approval by the Members.

Whole Time Director, Mr. Rajendra Bandi is concerned or interested in the resolution. The relatives of Mr. Rajendra Bandi may be deemed to be interested in the resolution set out in Item No. 5 of the notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution.

I General Information		
1.	Nature of Industry	Shares & Stock Broking
2.	Date or expected date of commencement of production	Company is engaged in Shares & Stock Broking activities since 1995 after obtaining Certificate of Commencement of Business dated 08 <sup>th</sup> Day of February, 1995.



3.	In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable		
4.	Financial Performance	Particulars	31.03.2020 (Rs. In Lakhs)	31.03.2019 (Rs. In Lakhs)
		Revenue	942.43	729.39
		PBT	-1360.52	-147.84
		PAT	-1089.28	-103.78
		Total Comprehensive Income	-1100.36	-103.58
5.	Foreign Investments or collaborators, if any	Not Applicable		
<b>II Information about the appointee</b>				
1	Background details	Mr. Rajendra Bandi, aged 59 years, joined the Company in the year 1995, Whole-time Director of the Company and having over 24 years of experience in the field of Capital & Derivative Markets and also having profound knowledge of construction and real estate business. Mr. Rajendra Bandi has degree of Bachelor of Science.		
2.	Past Remuneration	Rs. 23,745/- (Twenty Three Thousand Seven Hundred and Forty Five only) p.m.with Annual Increment of 10% plus all applicable perquisites.		
3.	Recognition or Awards	Nil		
4.	Job Profile and His Suitability	As mentioned above in point no. B under the terms and conditions of his reappointment. Mr. Rajendra Bandi has over 24 years of significant experience in the Capital & Derivatives Market and Real Estate Industry. He oversees all activities of the Company starting from sourcing of land to project execution and delivery. He holds a degree of Bachelor of Science and holds NISM certifications. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that the proposed re-appointment of Mr. Rajendra Bandi as Whole Time Director is in the best interest of the Company and for smooth and efficient running of the business.		
5.	Remuneration Proposed	As mentioned under point nos. C and D under the terms and conditions of his reappointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.		
6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person.	In correspondence to the size and operations of the Company and the Industry bench marks, the profile of the appointee, along with the responsibilities shouldered on him, the remuneration proposed to be paid is reasonable to that of the alike companies.		
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	To the extent of transaction covered under Note no.[40] of the Financial Statements for the year ended 31.03.2020.		

**III. Other Information**

1. Reasons of loss/ inadequate profits	Company is engaged in proprietary trading also and having inventory & investment in shares alongwith position in derivatives segment. Due to COVID-19, sudden crash in the market in the month of March 2020, resulted into loss on fair value changes in inventory & investments and loss in derivatives. Further in the year 2019-20 high volatility in the stock market also contributed towards the loss.
2. Steps taken or proposed to be taken for improvement	The Company is making efforts to improve efficiency which shall thereby help the Company to turn into profit.
3. Expected increase in productivity and profits in measurable terms	It is difficult to forecast the profitability in measurable terms. However, the Company expects the strong growth and the improved financial performance in coming years.

Date : 29<sup>th</sup> August, 2020

Place : Indore

By order of the Board of Directors

**Indo Thai Securities Limited****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)**Sanjay Kushwah***(Company Secretary cum Compliance Officer)***E-VOTING PARTICULARS**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>USER ID</b>	<b>Password/PIN</b>
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. 17 to Notice to ensuing AGM.*



## ANNEXURE TO NOTICE OF AGM

### Brief Profile of Directors seeking Re-Appointment

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Parasmal Doshi	Mr. Dhanpal Doshi	Mr. Rajendra Bandi
Date of Birth	05.07.1957	16.07.1965	01.03.1961
Date of First Appointment on Board	01.10.2010	19.01.1995	19.01.1995
DIN	00051460	00700492	00051441
Qualifications	Chartered Accountant, Bachelor of Commerce, Master of Business Administration and passed various modules of NCFM, BCSM, NISM, MCCC	Chartered Accountant, Bachelor of Commerce, M.B.A. and passed modules of NCFM, BCSM, NISM, & AMFI.	Bachelor of Science and NISM Certifications in Currency and Derivatives module.
Expertise in specific functional areas	Capital & Derivative Market Analysis, Industrial Analysis, Sectorial Economics, Real Estate and Commodity Market, Finance and Management	Taxation, Finance and Corporate Laws, Capital & Derivative Markets, Corporate Restructuring, Acquisitions, Mergers, International Finance, NRI/FDI Investments, Double Taxation Treaties, Currency Market, Commodity Market and Real Estate Business.	Real Estate Business.
Terms and Conditions of Appointment/ Re-Appointment	As per the resolution at item no. 4 of the Notice convening Annual General Meeting 30 <sup>th</sup> September, 2020 read with Explanatory statement thereto, Mr. Parasmal Doshi is proposed to be reappointed as a Whole Time Director.	As per the resolution at item no. 3 of the Notice convening Annual General Meeting 30 <sup>th</sup> September, 2020 read with explanatory statement thereto, Mr. Dhanpal Doshi is proposed to be re-appointed as a Managing Director cum Chief Executive Officer.	As per the resolution at item no. 5 of the Notice convening Annual General Meeting 30 <sup>th</sup> September, 2020 read with explanatory statement thereto, Mr. Rajendra Bandi is proposed to be reappointed as a Whole Time Director.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	Indo Thai Realities Ltd.	1. Indo Thai Globe Fin (IFSC) Ltd. 2. Indo Thai Realities Limited.	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Committee)	NIL	NIL	NIL
Number of shares held in the Company	1165900	1265000	3000
Inter-se relationships between Directors	Brother of Mr. Dhanpal Doshi	Brother of Mr. Parasmal Doshi	Not related to any Director/KMP.

\*Status as on 31<sup>st</sup> March, 2020