



Indo Thai Securities Limited

CIN : L67120MP1995PLC008959

Corporate Member : NSE | BSE | MCX | NCDEX | MSEI | DP-CDSL

Date: 19th September, 2024

To,
The Listing Department
BSE Limited
Department of Corporate Affairs
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip ID-533676
ISIN - INE337M01013

To,
The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex,
Bandra (E)
Mumbai - 400 051
Scrip ID-INDOTHAI
ISIN - INE337M01013

Dear Sir/Madam,

Subject: Intimation pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of 02/2024-25 Extra-Ordinary General Meeting of the Members of the Company scheduled to be held on Friday, 11th October, 2024 at 04:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') without physical presence of the Members at a common venue in accordance with the General Circular Nos. General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard and the latest being 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India.

This is for your information and records.

Thanking you,
Yours faithfully,

For **Indo Thai Securities Limited**

Shruti Sikarwar
(Company Secretary cum Compliance Officer)
Membership No A61132

NOTICE OF THE 2/2024-25 EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 2/2024-25 EXTRA-ORDINARY GENERAL MEETING (“EGM” OR “MEETING”) OF THE MEMBERS OF INDO THAI SECURITIES LIMITED (THE “COMPANY”) SCHEDULED TO BE HELD ON FRIDAY, 11TH OCTOBER, 2024 AT 04:00 P.M., THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) FACILITY DEEMED TO BE CONDUCTED AT THE REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1:

ISSUANCE OF 9,40,000 (NINE LAKH FORTY THOUSAND) EQUITY SHARES ON PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE NON-PROMOTER CATEGORY:

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), stock exchanges where the securities of the company are listed and/ or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 9,40,000 (Nine Lakh Forty Thousand) equity shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis in one or more tranches, to non-promoters at a price of Rs. 500/- (Rupees Five Hundred Only) (including premium of Rs. 490/-) as determined in accordance with applicable Regulations of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), to the following persons, for consideration in cash, total consideration of Rs. 47,00,00,000 (Rupees Forty-Seven Crore Only), on such terms and conditions as follows:

Sr. No	Name of the proposed Allottee	Status of Allottee Individual /Body Corporate/ Trust/HUF	Nature of persons who are the ultimate Beneficial Owner	No. Equity Shares proposed to be allotted	Category Promoter / Non-Promoter	Allottee is QIB/ MF/ FI/ Trust/ Banks

1	Rakeshbhai Papatbhai Tejaani	Individual	Individual	30000	Non-Promoter	Not Applicable
2	Sanjay Surana	Individual	Individual	30000	Non-Promoter	Not Applicable
3	Khushi Rakeshkumar Desai	Individual	Individual	20000	Non-Promoter	Not Applicable
4	Patel Balvantkumar Jivanbhai	Individual	Individual	20000	Non-Promoter	Not Applicable
5	Rakesh Mahendra Desai	Individual	Individual	20000	Non-Promoter	Not Applicable
6	Vipin Tejpal Parmar	Individual	Individual	20000	Non-Promoter	Not Applicable
7	Patel Dipababen Balvantkumar	Individual	Individual	20000	Non-Promoter	Not Applicable
8	Krutikaben Kaushikbhai Patoliya	Individual	Individual	20000	Non-Promoter	Not Applicable
9	Jhamatmal Kishanchand Bodhwani	Individual	Individual	20000	Non-Promoter	Not Applicable
10	Chintu Somnath Chugh	Individual	Individual	20000	Non-Promoter	Not Applicable
11	Riya Rajesh Shah	Individual	Individual	20000	Non-Promoter	Not Applicable
12	AnilKumar Pugalia HUF	HUF	Anil Kumar Pugalia - Karta of HUF	20000	Non-Promoter	Not Applicable
13	Rajput Ravindra B	Individual	Individual	20000	Non-Promoter	Not Applicable
14	Gajera Shaileshbhai V	Individual	Individual	19000	Non-Promoter	Not Applicable
15	Binod Kumar Begwani	Individual	Individual	18000	Non-Promoter	Not Applicable
16	Jyoti Binod Begwani	Individual	Individual	18000	Non-Promoter	Not Applicable
17	Shital Ravindra Rajput	Individual	Individual	18000	Non-Promoter	Not Applicable
18	Anil Bishnoi	Individual	Individual	16000	Non-Promoter	Not Applicable
19	Brijmohan Shyamsunder Agrawal	Individual	Individual	16000	Non-Promoter	Not Applicable
20	Anup Dhanuka	Individual	Individual	16000	Non-Promoter	Not Applicable
21	Madhu Nirmal Jain	Individual	Individual	16000	Non-Promoter	Not Applicable
22	Rajat Nirmal Jain	Individual	Individual	16000	Non-Promoter	Not Applicable
23	Nishit Jain	Individual	Individual	16000	Non-Promoter	Not Applicable

24	Tanishque Vikram Jain	Individual	Individual	16000	Non-Promoter	Not Applicable
25	Vandana Mahesh Chandak	Individual	Individual	16000	Non-Promoter	Not Applicable
26	Kuldeepkumar Chhaganbhai Sangani	Individual	Individual	16000	Non-Promoter	Not Applicable
27	Raju Ram Bishnoi	Individual	Individual	16000	Non-Promoter	Not Applicable
28	Pawan kumar Agarwal	Individual	Individual	16000	Non-Promoter	Not Applicable
29	Suresh Kumar M Choudhary	Individual	Individual	14000	Non-Promoter	Not Applicable
30	Hema Ram	Individual	Individual	10000	Non-Promoter	Not Applicable
31	Jagdish Veeraram	Individual	Individual	10000	Non-Promoter	Not Applicable
32	Mihirkumar D Patel	Individual	Individual	10000	Non-Promoter	Not Applicable
33	Pradeep R Mundhra	Individual	Individual	10000	Non-Promoter	Not Applicable
34	Priyanka Vijay Agrawal	Individual	Individual	10000	Non-Promoter	Not Applicable
35	Naveenkumar Kamal kumar Agarwal	Individual	Individual	10000	Non-Promoter	Not Applicable
36	Ratanlal Kheradi	Individual	Individual	10000	Non-Promoter	Not Applicable
37	Bhumikaben N Patel	Individual	Individual	10000	Non-Promoter	Not Applicable
38	Girish Mahesh Daryani HUF	HUF	Daryani Girish Kumar - Karta of HUF	10000	Non-Promoter	Not Applicable
39	Gohil Devangsinh B	Individual	Individual	10000	Non-Promoter	Not Applicable
40	Rupala Manish Gunvantbhai	Individual	Individual	10000	Non-Promoter	Not Applicable
41	Charu Agarwal	Individual	Individual	10000	Non-Promoter	Not Applicable
42	Meenaben Bharatbhai Tank	Individual	Individual	10000	Non-Promoter	Not Applicable
43	Pawan Kumar Agarwal	Individual	Individual	10000	Non-Promoter	Not Applicable
44	Abhijeet Agarwal	Individual	Individual	10000	Non-Promoter	Not Applicable
45	Girdharilal C Prajapati	Individual	Individual	8000	Non-Promoter	Not Applicable
46	Kaluram Bishnoi	Individual	Individual	8000	Non-Promoter	Not Applicable

47	Bishnoi Sahil	Individual	Individual	8000	Non-Promoter	Not Applicable
48	Sanjay Bhansali	Individual	Individual	8000	Non-Promoter	Not Applicable
49	Ashok Kumar Vishnoi	Individual	Individual	6000	Non-Promoter	Not Applicable
50	Sahil Rajesh Agarwal	Individual	Individual	6000	Non-Promoter	Not Applicable
51	Sujanaram Saran	Individual	Individual	6000	Non-Promoter	Not Applicable
52	Anilkumar pravinsinh solanki	Individual	Individual	6000	Non-Promoter	Not Applicable
53	Kailashchandra Banshilal Chandak	Individual	Individual	5000	Non-Promoter	Not Applicable
54	Rajendra Nanubhai Patel	Individual	Individual	5000	Non-Promoter	Not Applicable
55	Piyush Kailashchandra Chandak	Individual	Individual	5000	Non-Promoter	Not Applicable
56	Arti Manish Kheradi	Individual	Individual	5000	Non-Promoter	Not Applicable
57	Ravi Krishna Kumar Agarwal	Individual	Individual	5000	Non-Promoter	Not Applicable
58	Dhameliya Sanjaykumar Bhimjibhai	Individual	Individual	5000	Non-Promoter	Not Applicable
59	Trivedi Harshkumar Kirtilal	Individual	Individual	5000	Non-Promoter	Not Applicable
60	Maheshbhai N Patel	Individual	Individual	5000	Non-Promoter	Not Applicable
61	Ajaykumar Shivshankarprasad Agarwal	Individual	Individual	5000	Non-Promoter	Not Applicable
62	Rashmi Anurag Agrawal	Individual	Individual	5000	Non-Promoter	Not Applicable
63	Kavita Kailashchandra Chandak	Individual	Individual	5000	Non-Promoter	Not Applicable
64	Renu Niraj Nawka	Individual	Individual	5000	Non-Promoter	Not Applicable
65	Pawankumar Ramgopal Agrawal	Individual	Individual	5000	Non-Promoter	Not Applicable
66	Sunil Agarwal	Individual	Individual	5000	Non-Promoter	Not Applicable
67	Shreya Jayprakashbhai Manavadaria	Individual	Individual	5000	Non-Promoter	Not Applicable
68	Gadia Arvind Bharatkumar	Individual	Individual	5000	Non-Promoter	Not Applicable
69	Amit Agarwal	Individual	Individual	5000	Non-Promoter	Not Applicable
70	Harsh Agrawal	Individual	Individual	5000	Non-Promoter	Not Applicable

71	Krishna vikram Gohil	Individual	Individual	5000	Non-Promoter	Not Applicable
72	Manojkumar Agarwal	Individual	Individual	5000	Non-Promoter	Not Applicable
73	Archit Agarwal	Individual	Individual	5000	Non-Promoter	Not Applicable
74	Prerna Abhinav Singhi	Individual	Individual	4400	Non-Promoter	Not Applicable
75	Banshi Lal	Individual	Individual	4000	Non-Promoter	Not Applicable
76	Bhagirath Panwar	Individual	Individual	4000	Non-Promoter	Not Applicable
77	Dhruvkumar N Mayani	Individual	Individual	4000	Non-Promoter	Not Applicable
78	Dineshbhai N Patel	Individual	Individual	4000	Non-Promoter	Not Applicable
79	Rita Brijmohan Agrawal	Individual	Individual	4000	Non-Promoter	Not Applicable
80	Manish Kumar Bishnoi	Individual	Individual	4000	Non-Promoter	Not Applicable
81	Bherulal Khyalilal Nandrecha	Individual	Individual	4000	Non-Promoter	Not Applicable
82	Meenakshi Agrawal	Individual	Individual	4000	Non-Promoter	Not Applicable
83	Hanjariram Bhagchand Bishnoi	Individual	Individual	4000	Non-Promoter	Not Applicable
84	Ram Swaroop Bishnoi	Individual	Individual	4000	Non-Promoter	Not Applicable
85	Chaudhari Prakashkumar Dilipkumar HUF	HUF	Chaudhari Prakash - Karta of HUF	3000	Non-Promoter	Not Applicable
86	Talia Kiran Jaykishandas HUF	HUF	Talia Kiran Jaykishandas - Karta of HUF	3000	Non-Promoter	Not Applicable
87	Charmiben Pareshkumar Ramani	Individual	Individual	3000	Non-Promoter	Not Applicable
88	Bhanwar Lal	Individual	Individual	3000	Non-Promoter	Not Applicable
89	Deepak Chhaganlal Solanki	Individual	Individual	2400	Non-Promoter	Not Applicable
90	Nitin Kumar C Solanki	Individual	Individual	2400	Non-Promoter	Not Applicable
91	Babulal Agarwal	Individual	Individual	2000	Non-Promoter	Not Applicable
92	Devkinandan Gadia	Individual	Individual	2000	Non-Promoter	Not Applicable
93	Narayan S Purohit HUF	HUF	Narayan S Purohit - Karta of HUF	2000	Non-Promoter	Not Applicable

94	Shaileshkumar Pravinchandra Pandya	Individual	Individual	2000	Non-Promoter	Not Applicable
95	Nilesh Agarwal	Individual	Individual	2000	Non-Promoter	Not Applicable
96	Gadia Meena Devi Devkinandan	Individual	Individual	2000	Non-Promoter	Not Applicable
97	Mahendra Nimba Chaudhari	Individual	Individual	2000	Non-Promoter	Not Applicable
98	Twinkal Alkeshbhai Khalasi	Individual	Individual	2000	Non-Promoter	Not Applicable
99	Saloni Tushar Shah	Individual	Individual	2000	Non-Promoter	Not Applicable
100	Sunilkumar Tiwari	Individual	Individual	2000	Non-Promoter	Not Applicable
101	Bhaskar Sahebrav Varule HUF	HUF	Bhaskar Sahebrav Varule - Karta of HUF	2000	Non-Promoter	Not Applicable
102	Deven Thakor	Individual	Individual	1000	Non-Promoter	Not Applicable
103	Vikas Shantilal Mehta	Individual	Individual	1000	Non-Promoter	Not Applicable
104	Vinodkumar Jashavantbhai Patel	Individual	Individual	800	Non-Promoter	Not Applicable
	TOTAL	940000				

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 11th September, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting i.e. 11th October, 2024 to approve this offer.”

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- The equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;
- No partly paid-up Equity Shares shall be issued and allotted;
- Allotment of the Equity Shares shall only be made in dematerialized form;

- e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on NSE (National Stock Exchange of India Ltd.) & BSE Limited, Stock Exchanges where securities of the companies are listed, subject to the receipt of necessary regulatory permissions and approvals;
- f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of consideration in cash; and
- g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the members hereby take note of the certificate received from M/s. Kaushal Ameta & Co. (Practicing Company Secretary, holding Fellow Membership No. 8144 and Certificate of Practice No. 9103) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations 2018.

RESOLVED FURTHER THAT the equity shares to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Parasmal Doshi, having DIN: 00051460 (Chairman cum Whole-time director), Mr. Dhanpal Doshi, having DIN: 00700492 (Managing director) and Ms. Shruti Sikarwar (Company Secretary) or any other Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise."

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

ITEM NO 2:

ISSUANCE OF 15,00,000 WARRANTS (EQUITY CONVERTIBLE WARRANTS) PREFERENTIAL BASIS TO ENTITIES BELONGING TO THE NON-PROMOTER CATEGORY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Stock Exchanges where the shares of the Company are listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchanges where the shares of the Company are listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Non-Promoter category (hereinafter referred to as the “Proposed Allottee”) on preferential basis up to 15,00,000 (Fifteen Lakhs) Warrants (Equity Convertible Warrants) fully convertible warrants (“Warrants”), each convertible into in to Equity Shares of the Company, to the person as described below, at an option of the Proposed Warrant Allottee, in one or more tranches, one Equity Share of face value of INR 10/- (Indian Rupees Ten only) each, for cash at an issue price of 500/- (Rupees Five Hundred Only) including premium of Rs. 490/- (Rupees Four Hundred Ninety Only) per warrant, as determined in accordance with applicable Regulations of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (“SEBI ICDR Regulations”), (“Warrant Issue Price”), to the following persons, for consideration in cash and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI ICDR Regulations or other applicable laws, to the following :

Sr. No	Name of the proposed Allottee	Status of Allottee Individual/ Body Corporate/ Trust/HUF	Nature of persons who are the ultimate Beneficial Owner	No. of warrants proposed to be allotted	Category Promoter / Non-Promoter	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	Ashu Bishnoi	Individual	Individual	230000	Non-Promoter	Not Applicable

2	Frenzy Commercial Private Limited	Body Corporate	Tarun Kumar Newatia (UBO)	150000	Non-Promoter	Not Applicable
3	Alpaben H Mangukiya	Individual	Individual	110000	Non-Promoter	Not Applicable
4	Jatinkumar M Shah	Individual	Individual	100000	Non-Promoter	Not Applicable
5	Shrutina Nexgen LLP	LLP	Utsav Doshi	100000	Non-Promoter	Not Applicable
6	Kleio Tradecom LLP	LLP	Kamlesh Agrawal	80000	Non-Promoter	Not Applicable
7	Lakhani Atulbhai Manubhai	Individual	Individual	80000	Non-Promoter	Not Applicable
8	Abhishek Ashvinbhai Kamdar	Individual	Individual	50000	Non-Promoter	Not Applicable
9	Kiran Vora	Individual	Individual	50000	Non-Promoter	Not Applicable
10	Harsh Vora	Individual	Individual	50000	Non-Promoter	Not Applicable
11	Saurabh Vora	Individual	Individual	50000	Non-Promoter	Not Applicable
12	Atithi Vora	Individual	Individual	50000	Non-Promoter	Not Applicable
13	Vekaria Madhu Nanji	Individual	Individual	50000	Non-Promoter	Not Applicable
14	keval Navinchandra Doshi	Individual	Individual	45000	Non-Promoter	Not Applicable
15	Chirag D Parekh (HUF)	HUF	Chirag Dilipkumar Parekh - Karta of HUF	40000	Non-Promoter	Not Applicable
16	Sanghvi Rakesh Dhiresbhai	Individual	Individual	40000	Non-Promoter	Not Applicable
17	Vineshkumar Rameshbhai Doshi	Individual	Individual	40000	Non-Promoter	Not Applicable
18	Rachit Poddar	Individual	Individual	40000	Non-Promoter	Not Applicable
19	Kalpana Bai Jain	Individual	Individual	25000	Non-Promoter	Not Applicable
20	Priyanka Jain	Individual	Individual	25000	Non-Promoter	Not Applicable
21	Amit Kumar H Shingala	Individual	Individual	20000	Non-Promoter	Not Applicable
22	Hinesh Bhagwandas Jobanputra	Individual	Individual	20000	Non-Promoter	Not Applicable
23	Jatinkumar Shah HUF	HUF	Jatinkumar Shah - Karta of HUF	20000	Non-Promoter	Not Applicable
24	Rohan H Desai	Individual	Individual	10000	Non-Promoter	Not Applicable
25	Kalpesh Kumudchandra Shah	Individual	Individual	10000	Non-Promoter	Not Applicable
26	Kaushik Bhagubhai Patel	Individual	Individual	10000	Non-Promoter	Not Applicable
27	Palash Bandi	Individual	Individual	5000	Non-Promoter	Not Applicable

	TOTAL	1500000		
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RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 11th September 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting i.e. 11th October, 2024 to approve this offer.”

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

(a) The Proposed Warrant Allottee shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% (Rs. 125/- each) of the Warrant Issue Price fixed per Warrant i.e. Rs. 500/- each, in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% (Rs. 375/- each) of the Warrant Issue Price per Warrant i.e. Rs. 500/- each shall be payable by the Proposed Warrant Allottee at the time of exercise of the Warrants conversion in to equity shares.

(b) Each Warrant held by the Proposed Warrant Allottee shall entitle the Proposed Warrant Allottee to apply for and obtain allotment of Equity Share against conversion of warrant (warrants holder will get one equity share upon conversion of one warrant) at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants (the “Warrant Exercise Period”).

(c) In the event the Proposed Warrant Allottee does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% of warrant issue price, amount paid upfront by the Proposed Warrant Allottee shall stand forfeited by the Company.

(d) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(e) Warrants (Equity Convertible Warrants) so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(f) The Warrants (Equity Convertible Warrants) shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government.

(g) Warrants and the Equity Shares to be issued and allotted by the Company upon exercise of any Warrants shall, in each case, be in dematerialized form.

(h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.

(i) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(j) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants.

(k) The Warrants shall be converted in 1 (one) or more tranches. The Proposed Warrant Allottee shall be entitled to exercise any or all of the Warrants by issuance of a written notice to the Company ("Exercise Notice") not later than 15 (fifteen) days prior to the expiry of the Warrant Exercise Period. The Exercise Notice shall set out the number of Warrants proposed to be exercised by the Proposed Warrant Allottee, together with the aggregate amount payable to the Company. The Company shall convene a meeting of the Board or a committee thereof to implement the exercise of the Warrants specified in the Exercise Notice and issue and allot the corresponding number of the Equity Shares to the Proposed Warrant Allottee.

(l) Upon exercise by the Proposed Warrant Allottee of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Proposed Warrant Allottee, evidence of the credit of such Equity Shares to the demat account of the Proposed Warrant Allottee and entering the name of the Proposed Warrant Allottee in the records of the Company as the registered owner of such Equity Shares.

m) No partly paid-up Warrants (Equity Convertible Warrants) or Equity Shares upon conversion of Equity Warrants shall be issued and allotted; and

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted upon exercise of the option in the Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company subject to applicable laws as well as the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate received from M/s. Kaushal Ameta & Co. (Practicing Company Secretary, holding Fellow Membership No. 8144 and Certificate of Practice No. 9103) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of warrants and allotment of equity shares upon conversion of warrants in to equity shares by warrant holdes and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the conversion option in the Warrants held by the Proposed Warrant Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Warrants and upon exercise of warrant conversion equity shares of the Company, Mr. Parasmal Doshi, having DIN: 00051460 (Chairman cum Whole-time director), Mr. Dhanpal Doshi, having DIN: 00700492 (Managing director) and Ms. Shruti Sikarwar (Company Secretary) or any other Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the warrants/Equity Shares, as may be required, issuing clarifications on the issue and allotment of the warrants/Equity Shares, resolving any

difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the warrants/Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Date: 18th September, 2024

By order of the Board of Directors

Place: Indore

For Indo Thai Securities Limited

Shruti Sikarwar
(Company Secretary cum Compliance Officer)
Membership No.: A61132

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
Email: compliance@indothai.co.in

NOTES:

1. The Ministry of Corporate Affairs, inter alia, vide its General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") has permitted holding of general meetings through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 01/2024-25 Extra Ordinary General Meeting ("EGM") of the Company is being held through VC / OAVM. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and that the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available for the EGM and hence the Proxy Forms and Attendance Slips are not annexed hereto.
2. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance / Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the 01/2024-25 EGM shall be deemed to be conducted at the Registered Office of the Company situated at Capital Tower, 2nd Floor, Plot Nos. 169A-171, PU-4, Scheme No. 54, Behind C-21 Mall, Indore 452010(M.P).
3. In compliance with the aforesaid MCA Circulars, the Notice of the 01/2024-25 EGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / RTA / Depositories. Members may note that the said Notice will also be available on the website of the Company at www.indothai.co.in, websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com, NSE Ltd. at www.nseindia.com and website of the Central Depository Services (India) Limited ("CDSL") (agency engaged by the Company for providing the e-voting facility) i.e. www.evotingindia.com.
4. An explanatory statement pursuant to the provisions of Section 102 of the Act stating all material facts and reasons for the proposed resolution is annexed herewith and forms part of 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 EGM 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
6. In compliance with the aforesaid MCA and SEBI Circulars mentioned in point 1, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company's Registrar and Share Transfer Agent or CDSL / NSDL ("Depositories"). Members may note that the Notice will also be available on the Company's website 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 and 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. As required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, E-Voting facility is being provided to the Members. Details of the E-Voting process and other relevant details are being sent to the Members along with the Notice.
9. Applicable statutory records and all the documents referred to in the accompanying Notice of the 1/2024-25 EGM 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 EGM and during the EGM. Members seeking to inspect such documents can send an e-mail to compliance@indothai.co.in
10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In terms of Listing Regulations, the Securities of the listed Companies can only be transferred in dematerialized form w.e.f. 01st April, 2019. In view of the same, members are advised to dematerialize the shares held by them in physical form.
12. 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.
13. 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.
14. Non-Resident Indian Members are requested to inform Bigshare Services Private Limited immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. 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.
15. **A. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat modes:**

Pursuant to **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below.

Further, Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, Option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be

	redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

B. Login method for e-Voting and joining virtual meeting for Non- Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. The voting period begins on **Tuesday, 08th October, 2024 at 09:00 A.M.** and ends on **Thursday, 10th October, 2024 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. **Friday, 04th October, 2024** 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
- iii. Click on "Shareholders" module.
- iv. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digit Client ID,
 - 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 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xix. **Note for Non-Individual Shareholders & Custodians:**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. compliance@indothai.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding attending EGM and e-voting, from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- xx. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex , Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23023333.

C. Procedure and instructions for Members attending the EGM through VC / OAVM:

1. Members will be able to attend the EGM 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 EGM. 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.
2. Shareholder will be provided with a facility to attend the EGM 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.

3. Facility of joining the EGM through VC / OAVM shall open 15 minutes before and close on expiry of 15 minutes from the scheduled time of the EGM.
4. 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 . Those Members who register themselves as speaker will only be allowed to express views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the EGM. The shareholders who do not wish to speak during the EGM 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 . These queries will be replied to by the company suitably by email.
5. Facility of joining the EGM 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 EGM, can write an email to helpdesk.evoting@cDSLindia.com or call 1800225533.
7. Shareholders are encouraged to join the Meeting through Laptops /iPad 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.

D. General 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 02/2024-25 EGM, scheduled to be held on **Friday, 11th day of October, 2024 at 04:00 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. **Friday, 04th October, 2024**, shall be entitled to avail the facility of remote e-voting for EGM. 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 EGM and prior to the Cut-off date shall be entitled to exercise his/ her vote electronically i.e. remote e-voting for the EGM.
- d. The remote e-voting will commence on **Tuesday, 08th October, 2024 at 09:00 A.M.** and ends on **Thursday, 10th October, 2024 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. **Friday, 04th October, 2024**, 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. Only those shareholders, who are present in the EGM 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 EGM.
- g. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.
- h. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- i. 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. **04th October, 2024**
- j. 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 EGM, in a fair and transparent manner and consent to be appointed as the same has been communicated to the Company.
- k. 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 or investor@bigshareonline.com
 2. For demat shareholders, please update your email id and mobile no. with your respective Depository Participant (DP).
 3. For Individual Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 16.** The Scrutinizer, after scrutinizing the votes cast during the voting period and at the Meeting shall not later than 2 (two) 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 EGM.

17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indothai.co.in and on the website of CDSL 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.
18. Subject to receipt of the requisite number of votes in favor, the resolution will be deemed to be passed on the date of the EGM i.e., **11th October, 2024**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying Notice dated September 18, 2024:

ITEM NO. 1 & 2:

The Board of Directors of the Company ("Board") at their meeting held on September 12, 2024, approved a proposal to raise funds aggregating up to Rs. 125 Crores (Rupees One Hundred Twenty-Five Crores only) through the allotment of 10,00,000 (Ten Lakhs) Equity Shares and 15,00,000 (Fifteen Lakhs) Warrants on a preferential basis.

However, the Company has since received communication from three proposed allottees, who had initially consented to subscribe to 60,000 Equity Shares (20,000 Equity Shares each) under this preferential issue. These allottees have now withdrawn their consent to subscribe to the Equity Shares.

In light of this development, the Board of Directors, at a subsequent meeting held on September 18, 2024, took note of this withdrawal and accordingly resolved to reduce the total amount of the preferential issue to Rs. 122 Crores (Rupees One Hundred Twenty-Two Crores only). The Board also approved the EOGM Notice, necessary certificates of compliance and pricing related to this revised issue and authorized the issuance of a Notice for the Extra Ordinary General Meeting, reflecting the changes in the issue size and the list of allottees.

Thus, the revised preferential issue will be for Rs. 122 Crores (Rupees One Hundred Twenty-Two Crores only) through the issuance of Equity Shares and Warrants, as described below:

- Up to 9,40,000 (Nine lakh forty thousand) Equity shares of face value of Rs. 10/- (Rupee Ten Only) each, to Non-promoters, at Issue Price of Rs. 500/- (Rupee Five Hundred Only) including premium of Rs. 490/- (Rupees Four Hundred Ninety Only) each determined in accordance with Chapter V of SEBI (ICDR) Regulations 2018, as the equity shares are the listed on NSE (National Stock Exchange of India) & BSE Ltd. and as per the regulations of Chapter V of SEBI (ICDR) Regulations 2018 the equity shares are Frequently Traded shares on the NSE & BSE both the stock Exchanges and the issue price of the equity shares has been arrived accordingly.
- Up to 15,00,000 (Fifteen Lakh) Warrants (Convertible in to Equity Shares) having face value of Rs. 10/- (Rupee Ten Only) ("Warrants") in one or more tranches, the said warrants will be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each, to the proposed allottees, at an Issue Price of Rs. 500/- (Rupee Five Hundred Only) including premium of Rs. 490/- (Rupees Four Hundred Ninety Only) each determined in accordance with Chapter V of SEBI (ICDR) Regulations 2018, as the equity shares are listed on NSE (National Stock Exchange of India) & BSE Ltd. and as per the regulations of Chapter V of SEBI (ICDR) Regulations 2018 the equity shares are Frequently Traded shares on the NSE & BSE both the stock exchanges and the issue price of the warrants (Convertible into equity shares) has been arrived accordingly.

The above stated securities will be issued and allot to the proposed allottees, by way of a preferential issue through private placement offer (the "Preferential Issue"). In this regard, the Board, has noted and accepted to

issue and allot above stated Eq. Shares and Warrants to the Proposed Allottees, subject to customary closing conditions.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Eq. Shares & Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution No. 1 & 2 is required to issue securities by way of private placement on a preferential basis, to issue and allot:

- Issuance of 9,40,000 (Nine lakh forty thousand) equity shares of Rs. 10/- each face value on preferential basis to entities belonging to the Non-promoter category.
- Issuance of 15,00,000 (Fifteen Lakh) Warrants (equity convertible warrants) of Rs. 10/- each face value on preferential basis to entities belonging to the Non-promoter category.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 122 Crore by way of issuance of 9,40,000 (Nine lakh forty thousand) equity shares & 15,00,000 (Fifteen Lakh) Warrants (equity convertible warrants) each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 500/- each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued;

The Board of Directors at its meeting held on 12th September 2024 and subsequent meeting held on 18th September, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

- Issuance of 9,40,000 (Nine lakh forty thousand) equity shares on preferential basis to entities belonging to the Non-promoter category at an issue price of Rs. 500/- each including a premium of Rs. 490/- each.
- Issuance of 15,00,000 (Fifteen Lakh) Warrants (equity convertible warrants) on preferential basis to entities belonging to the Non-promoter category an issue price of Rs. 500/- each including a premium of Rs. 490/- each.

1. Objects of the issue:

To raise further capital in order to augment the margin deposited with various stock exchange and provide permissible funding to the clients of our Company and for the purpose of proprietary trading and proprietary

desk., and other general corporate purposes, and to make repayment of the outstanding secured/unsecured loan/debt standing in the books of the company, by way of fresh issue of securities for cash.

The detailed Description of objects is as follows:

Object of the Issue	Description of object of issue
<p>Augmenting the margin deposited with various stock exchange, provide permissible funding to clients and Pro Trading.</p>	<p>The business operations of the Company require maintaining margin deposits with stock exchanges and Clearing Corporations of which the Company is a member, including the National Stock Exchange (NSE), Bombay Stock Exchange (BSE), National Commodity & Derivatives Exchange (NCDEX), and Multi Commodity Exchange (MCX), for trading purposes. Additionally, the Company intends to extend funding facilities to its clients as permitted by SEBI and the relevant stock exchanges.</p> <p>The Company plans to allocate Rs. 107 crores from the Net Proceeds towards the maintenance of margin deposits with these stock exchanges and to extend such funding facilities to its clients in compliance with SEBI and stock exchange regulations. These margin deposits may be provided in various forms, including cash, fixed deposits, liens marked against fixed deposits, bank guarantees, approved securities, and treasury instruments.</p> <p>Furthermore, the Company intends to use a portion of the Net Proceeds to support Pro-Desk or proprietary trading activities and investments, including derivatives.</p> <p>The Company also plans to provide Margin Trading Facility (MTF) to its clients within the scope of SEBI regulations, including SEBI Circular dated June 13, 2017, and other applicable guidelines issued by SEBI from time to time (referred to as the "Margin Trading Facility Circular"), as well as the relevant circulars, rules, regulations, and bylaws established by the stock exchanges where the Company is a member.</p> <p>This strategic utilization of funds is intended to bolster the Company's trading operations and expand its service offerings to clients, while ensuring full compliance with regulatory frameworks.</p>
<p>General Corporate Purpose</p>	<p>The Company proposes to deploy the balance of the Net Proceeds, aggregating to Rs. 15 crores (i.e., less than 25% of the total issue size), towards general corporate purposes, in compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). The Net Proceeds earmarked for general corporate purposes may be utilized for, but are not limited to, the following:</p>

	<p>Expenses related to human resources, including salaries, recruitment, and employee-related expenditures in the ordinary course of business.</p> <p>Acquisition, maintenance, and upgradation of hardware, software, and allied/ancillary items to improve operational efficiency and infrastructure.</p> <p>Funding growth opportunities that align with the Company's long-term strategy and market expansion plans.</p> <p>Repayment of loans to improve the Company's financial leverage and reduce debt obligations.</p> <p>Reduction in working capital requirements and payment of interest on borrowings availed by the Company.</p> <p>General maintenance expenses related to office infrastructure, facilities, and operational efficiency.</p> <p>Payment of technical and professional charges for services related to legal, consulting, auditing, and technical operations.</p> <p>Payment of various charges payable to stock exchanges where the Company is a member, including BSE, NSE, NCDEX, and MCX, or any other stock exchanges in the future, as applicable.</p> <p>Investment in financial instruments to meet contingency requirements, including potential investments in subsidiaries, partnerships, or other business tie-ups to support business continuity and growth.</p> <p>Meeting unforeseen contingencies or expenses in the ordinary course of business which may not be foreseeable at the time of raising funds.</p> <p>In addition to the above, the Company may utilize Net Proceeds for any other expenditures that are deemed expedient by the Board of Directors, or a duly constituted committee thereof, subject to compliance with the relevant provisions of the Companies Act, 2013, and any other applicable laws. The Company's management, in line with the policies set by the Board, shall have the flexibility to allocate any surplus amounts, if any, as required.</p> <p>In case there are excess funds remaining after covering the above expenses, such funds may be reallocated for the purposes listed under Point No. 1, i.e., augmenting margin deposits with stock exchanges, providing permissible funding to clients, and Pro-Trading activities.</p>
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(Collectively referred as the "Objects").

Utilization of Issue Proceeds:

This preferential issue is for Equity Shares and Fully Convertible Warrants. The issue proceeds for warrants shall be received by the Company in 18 months' period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulation and as estimated by our management, the entire proceeds received from the issue

would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds as follows:

Sr. N.	Particulars	Total estimated amount to be utilized for each of the Objects* (Rs. In Crores)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Augmenting the margin deposited with various stock exchange, provide permissible funding to clients and Pro Trading.	107	* Within 12 months from receipt of funds for the Equity Shares and Warrants (as set out herein)
2.	General Corporate Purpose	15	
Total		122	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for 9,40,000 Eq. Shares @ Rs. 500/- each including Rs. 490/- premium and 15,00,000 convertible Warrants @ Rs. 500/- each including Rs. 490/- premium, the Issue Proceeds on 15,00,000 warrants shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Equity Shares and Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds:

Our Company, in accordance with the policies formulated by the Preferential Issue Committee from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the

Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

2. Monitoring of utilisation of funds:

a) Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed to **CareEdge Ratings (CARE Ratings Ltd, CIN No.: L67190MH1993PLC071691)**, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (Forty-Five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

3. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 9,40,000 equity shares of face value Re. 10/- per share at a price of Rs. 500/- (including premium of Rs. 490/- per share) and up to 15,00,000 Warrants (Equity Convertible Warrants) at a price of Rs. 500/- (including premium of Rs. 490/- per warrant) determined under applicable Regulation(s) of Chapter-V of SEBI (ICDR) Regulations, 2018.

4. Amount which the company intends to raise by way of such securities:

Aggregating up to Rs. 1,22,00,00,000 (Rupees One Hundred Twenty-Two Crores Only).

5. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Equity Shares & Warrants is proposed to be made to the Proposed Allottees, who are Non-promoter.

6. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

The Company has allotted 9,80,319 warrants (Convertible in to Eq. Shares) at a price of Rs. 376/- each on preferential allotment basis to 14 allottees during the current financial year FY 2024- 25.

7. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Category	* Pre-preferential issue		# Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	72,67,897	66.19	72,67,897	54.16

Public (B)	37,12,422	33.81	61,52,422	45.84
Total (A) + (B)	1,09,80,319	100	1,34,20,319	100
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	1,09,80,319	100	1,34,20,319	100

* The Pre-Issue Shareholding pattern & % of Holding is determined as on the basis of shareholding pattern of the company as on 18th September 2024 where the total paid and listed equity shares are 1,00,00,000 and 9,80,319 Warrant (Convertible Equity shares) assuming 100% conversion of Warrants issued and allotted by company on 16th July, 2024, therefore total No. of paid-up Eq. Share capital of the Company arrived is 1,09,80,319.

The Post-Issue Shareholding pattern & % of shareholding is determined after considering 9,40,000 Equity shares to be issued in Resolution no. 1 of this notice and on assumption of full conversion of 15,00,000 Warrants to be issued in Resolution no. 2 of this notice, hence the post preferential issue, paid-up no of equity shares will be 1,34,20,319.

8. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of:

- date of the approval of this Special Resolution; or
- Receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

9. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

a) Equity Shares Allottees on preferential issue basis under Resolution no. 1 are as follows:

Sr. No.	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Category (Promoter /Non-Promoter)	* Pre-Issue holding & % of Holding of Proposed Allottees		Number of Eq. Shares proposed to be allotted	# Post-Issue holding & % of Holding of Proposed Allottees	
				No. of Eq. Shares	Percentage holding (%)		No. of Eq. Shares	Percentage holding (%)
1	Rakeshbhai Popatbhai Tejaani	Individual	Non-Promoter	0	0.00	30000	30000	0.22
2	Sanjay Surana	Individual	Non-Promoter	0	0.00	30000	30000	0.22
3	Khushi Rakeshkumar Desai	Individual	Non-Promoter	0	0.00	20000	20000	0.15
4	Patel Balvantkumar Jivanbhai	Individual	Non-Promoter	0	0.00	20000	20000	0.15
5	Rakesh Mahendra Desai	Individual	Non-Promoter	0	0.00	20000	20000	0.15
6	Vipin Tejpal Parmar	Individual	Non-Promoter	0	0.00	20000	20000	0.15
7	Patel Dipabhen Balvantkumar	Individual	Non-Promoter	0	0.00	20000	20000	0.15
8	Krutikaben Kaushikbhai Patoliya	Individual	Non-Promoter	0	0.00	20000	20000	0.15
9	Jhamatmal Kishanchand Bodhwani	Individual	Non-Promoter	0	0.00	20000	20000	0.15

10	Chintu Somnath Chugh	Individual	Non-Promoter	8043	0.07	20000	28043	0.21
11	Riya Rajesh Shah	Individual	Non-Promoter	0	0.00	20000	20000	0.15
12	AnilKumar Pugalia HUF	AnilKumar Pugalia - Karta of HUF	Non-Promoter	0	0.00	20000	20000	0.15
13	Rajput Ravindra B	Individual	Non-Promoter	0	0.00	20000	20000	0.15
14	Gajera Shaileshbhai V	Individual	Non-Promoter	0	0.00	19000	19000	0.14
15	Binod Kumar Begwani	Individual	Non-Promoter	131	0.00	18000	18131	0.14
16	Jyoti Vinod Begwani	Individual	Non-Promoter	215	0.00	18000	18215	0.14
17	Shital Ravindra Rajput	Individual	Non-Promoter	2750	0.03	18000	20750	0.15
18	Anil Bishnoi	Individual	Non-Promoter	0	0.00	16000	16000	0.12
19	Brijmohan Shyamsunder Agrawal	Individual	Non-Promoter	100	0.00	16000	16100	0.12
20	Anup Dhanuka	Individual	Non-Promoter	0	0.00	16000	16000	0.12
21	Madhu Nirmal Jain	Individual	Non-Promoter	0	0.00	16000	16000	0.12
22	Rajat Nirmal Jain	Individual	Non-Promoter	0	0.00	16000	16000	0.12
23	Nishit Jain	Individual	Non-Promoter	0	0.00	16000	16000	0.12
24	Tanishque Vikram Jain	Individual	Non-Promoter	0	0.00	16000	16000	0.12
25	Vandana Mahesh Chandak	Individual	Non-Promoter	7313	0.07	16000	23313	0.17
26	Kuldeepkumar Chhaganbhai Sangani	Individual	Non-Promoter	0	0.00	16000	16000	0.12
27	Raju Ram Bishnoi	Individual	Non-Promoter	0	0.00	16000	16000	0.12
28	Pawankumar Agarwal	Individual	Non-Promoter	0	0.00	16000	16000	0.12
29	Suresh Kumar M Choudhary	Individual	Non-Promoter	0	0.00	14000	14000	0.10
30	Hema Ram	Individual	Non-Promoter	0	0.00	10000	10000	0.07
31	Jagdish	Individual	Non-Promoter	0	0.00	10000	10000	0.07
32	Mihirkumar D Patel	Individual	Non-Promoter	0	0.00	10000	10000	0.07
33	Pradeep R Mundhra	Individual	Non-Promoter	0	0.00	10000	10000	0.07
34	Priyanka Vijay Agrawal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
35	Naveenkumar Kamal kumar Agarwal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
36	Ratanlal Kheradi	Individual	Non-Promoter	0	0.00	10000	10000	0.07

37	Bhumikaben N Patel	Individual	Non-Promoter	0	0.00	10000	10000	0.07
38	Girish Mahesh Daryani HUF	Girish Mahesh Daryani - Karta of HUF	Non-Promoter	100	0.00	10000	10100	0.08
39	Gohil Devangsinh B	Individual	Non-Promoter	7706	0.07	10000	17706	0.13
40	Rupala Manish Gunvantbhai	Individual	Non-Promoter	0	0.00	10000	10000	0.07
41	Charu Agarwal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
42	Meenaben Bharatbhai Tank	Individual	Non-Promoter	0	0.00	10000	10000	0.07
43	Pawan Kumar Agarwal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
44	Abhijeet Agarwal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
45	Girdharilal C Prajapati	Individual	Non-Promoter	0	0.00	8000	8000	0.06
46	Kaluram Bishnoi	Individual	Non-Promoter	0	0.00	8000	8000	0.06
47	Bishnoi Sahil	Individual	Non-Promoter	0	0.00	8000	8000	0.06
48	Sanjay Bhansali	Individual	Non-Promoter	0	0.00	8000	8000	0.06
49	Ashok Kumar Vishnoi	Individual	Non-Promoter	0	0.00	6000	6000	0.04
50	Sahil Rajesh Agarwal	Individual	Non-Promoter	0	0.00	6000	6000	0.04
51	Sujanaram Saran	Individual	Non-Promoter	0	0.00	6000	6000	0.04
52	Anilkumar pravinsinh solanki	Individual	Non-Promoter	0	0.00	6000	6000	0.04
53	Kailashchandra Banshilal Chandak	Individual	Non-Promoter	278	0.00	5000	5278	0.04
54	Rajendra Nanubhai Patel	Individual	Non-Promoter	0	0.00	5000	5000	0.04
55	Piyush Kailashchandra Chandak	Individual	Non-Promoter	0	0.00	5000	5000	0.04
56	Arti Manish Kheradi	Individual	Non-Promoter	0	0.00	5000	5000	0.04
57	Ravi Krishna Kumar Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
58	Dhameliya Sanjaykumar Bhimjibhai	Individual	Non-Promoter	0	0.00	5000	5000	0.04
59	Trivedi Harshkumar Kirtilal	Individual	Non-Promoter	859	0.01	5000	5859	0.04
60	Maheshbhai N Patel	Individual	Non-Promoter	0	0.00	5000	5000	0.04
61	Ajaykumar Shivshankarprasad Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
62	Rashmi Anurag Agrawal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
63	Kavita Kailashchandra Chandak	Individual	Non-Promoter	0	0.00	5000	5000	0.04

64	Renu Niraj Nawka	Individual	Non-Promoter	0	0.00	5000	5000	0.04
65	Pawankumar Ramgopal Agrawal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
66	Sunil Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
67	Shreya Jayprakashbhai Manavadaria	Individual	Non-Promoter	0	0.00	5000	5000	0.04
68	Gadia Arvind Bharatkumar	Individual	Non-Promoter	3863	0.04	5000	8863	0.07
69	Amit Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
70	Harsh Agrawal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
71	Krishna vikram Gohil	Individual	Non-Promoter	0	0.00	5000	5000	0.04
72	Manojkumar Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
73	Archit Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
74	Prerna Abhinav Singhi	Individual	Non-Promoter	0	0.00	4400	4400	0.03
75	Banshi Lal	Individual	Non-Promoter	0	0.00	4000	4000	0.03
76	Bhagirath Panwar	Individual	Non-Promoter	0	0.00	4000	4000	0.03
77	Dhruvkumar N Mayani	Individual	Non-Promoter	0	0.00	4000	4000	0.03
78	Dineshbhai N Patel	Individual	Non-Promoter	0	0.00	4000	4000	0.03
79	Rita Brijmohan Agrawal	Individual	Non-Promoter	0	0.00	4000	4000	0.03
80	Manish Kumar Bishnoi	Individual	Non-Promoter	0	0.00	4000	4000	0.03
81	Bherulal Khyalilal Nandrecha	Individual	Non-Promoter	0	0.00	4000	4000	0.03
82	Meenakshi Agrawal	Individual	Non-Promoter	0	0.00	4000	4000	0.03
83	Hanjariram Bhagchand Bishnoi	Individual	Non-Promoter	0	0.00	4000	4000	0.03
84	Ram Swaroop Bishnoi	Individual	Non-Promoter	0	0.00	4000	4000	0.03
85	Chaudhari Prakashkumar Dilipkumar HUF	Chaudhari Prakashkumar Dilipkumar - Karta of HUF	Non-Promoter	0	0.00	3000	3000	0.02
86	Talia Kiran Jaykishandas HUF	Talia Kiran Jaykishandas - Karta of HUF	Non-Promoter	0	0.00	3000	3000	0.02
87	Charmiben Pareshkumar Ramani	Individual	Non-Promoter	0	0.00	3000	3000	0.02
88	Bhanwar Lal	Individual	Non-Promoter	0	0.00	3000	3000	0.02
89	Deepak Chhaganlal Solanki	Individual	Non-Promoter	2000	0.02	2400	4400	0.03

90	Nitin Kumar C Solanki	Individual	Non-Promoter	1	0.00	2400	2401	0.02
91	Babulal Agarwal	Individual	Non-Promoter	0	0.00	2000	2000	0.01
92	Devkinandan Gadia	Individual	Non-Promoter	0	0.00	2000	2000	0.01
93	Narayan S Purohit HUF	Narayan S Purohit - Karta of HUF	Non-Promoter	0	0.00	2000	2000	0.01
94	Shaileshkumar Pravinchandra Pandya	Individual	Non-Promoter	0	0.00	2000	2000	0.01
95	Nilesh Agarwal	Individual	Non-Promoter	0	0.00	2000	2000	0.01
96	Gadia Meena Devi Devkinandan	Individual	Non-Promoter	0	0.00	2000	2000	0.01
97	Mahendra Nimba Chaudhari	Individual	Non-Promoter	0	0.00	2000	2000	0.01
98	Twinkal Alkeshbhai Khalasi	Individual	Non-Promoter	0	0.00	2000	2000	0.01
99	Saloni Tushar Shah	Individual	Non-Promoter	0	0.00	2000	2000	0.01
100	Sunilkumar Tiwari	Individual	Non-Promoter	0	0.00	2000	2000	0.01
101	Bhaskar Sahebrav Varule HUF	Bhaskar Sahebrav Varule - Karta of HUF	Non-Promoter	0	0.00	2000	2000	0.01
102	Deven Thakor	Individual	Non-Promoter	0	0.00	1000	1000	0.01
103	Vikas Shantilal Mehta	Individual	Non-Promoter	0	0.00	1000	1000	0.01
104	Vinodkumar Jashavantbhai Patel	Individual	Non-Promoter	0	0.00	800	800	0.01
	TOTAL					940000		

Notes:

* The pre-issue shareholding pattern is as on 18th September, 2024 i.e. 1,09,80,319 paid-up no. of eq. shares this included the 9,80,319 Warrant issued by the company on 16th July 2024, assuming 100% conversion of warrants issued by the Company.

The Post issue % calculation arrived after considering the allotment of 9,40,000 Equity shares and full conversion of 15,00,000 warrants in to equity shares, accordingly post issue paid-up no. of Equity shares will be 1,34,20,319.

b) Warrants Allottees on preferential issue basis under Resolution no. 2 are as follows:

Sr. No.	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Category (Promoter /Non-Promoter)	* Pre-Issue holding & % of Holding of Proposed Allottees		Number of Warrants (Convertible in to Eq. Shares) proposed to be allotted	# Post-Issue holding & % of Holding of Proposed Allottees	
				No. of Eq. Shares	Percentage holding (%)		No. of Eq. Shares	Percentage holding (%)

1	Ashu Bishnoi	Individual	Non-Promoter	0	0.00	230000	230000	1.71
2	Frenzy Commercial Private Limited	Tarun Kumar Newatia (UBO)	Non-Promoter	0	0.00	150000	150000	1.12
3	Alpaben H Mangukiya	Individual	Non-Promoter	0	0.00	110000	110000	0.82
4	Jatinkumar M Shah	Individual	Non-Promoter	0	0.00	100000	100000	0.75
5	Shrutina Nexgen LLP	Utsav Doshi	Non-Promoter	0	0.00	100000	100000	0.75
6	Kleio Tradecom LLP	Kamlesh Agrawal	Non-Promoter	0	0.00	80000	80000	0.60
7	Lakhani Atulbhai Manubhai	Individual	Non-Promoter	0	0.00	80000	80000	0.60
8	Abhishek Ashvinbhai Kamdar	Individual	Non-Promoter	0	0.00	50000	50000	0.37
9	Kiran Vora	Individual	Non-Promoter	0	0.00	50000	50000	0.37
10	Harsh Vora	Individual	Non-Promoter	0	0.00	50000	50000	0.37
11	Saurabh Vora	Individual	Non-Promoter	0	0.00	50000	50000	0.37
12	Atithi Vora	Individual	Non-Promoter	0	0.00	50000	50000	0.37
13	Vekaria Madhu Nanji	Individual	Non-Promoter	0	0.00	50000	50000	0.37
14	keval Navinchandra Doshi	Individual	Non-Promoter	0	0.00	45000	45000	0.34
15	Chirag D Parekh (HUF)	Chirag Dilipkumar Parekh - Karta of HUF	Non-Promoter	0	0.00	40000	40000	0.30
16	Sanghvi Rakesh Dhiresbhai	Individual	Non-Promoter	0	0.00	40000	40000	0.30
17	Vineshkumar Rameshbhai Doshi	Individual	Non-Promoter	0	0.00	40000	40000	0.30
18	Rachit Poddar	Individual	Non-Promoter	0	0.00	40000	40000	0.30
19	Kalpana Bai Jain	Individual	Non-Promoter	0	0.00	25000	25000	0.19
20	Priyanka Jain	Individual	Non-Promoter	1286	0.01	25000	26286	0.20
21	Amit Kumar H Shingala	Individual	Non-Promoter	0	0.00	20000	20000	0.15
22	Hinesh Bhagwandas Jobanputra	Individual	Non-Promoter	0	0.00	20000	20000	0.15
23	Jatinkumar Shah HUF	Jatinkumar Shah - Karta of HUF	Non-Promoter	0	0.00	20000	20000	0.15
24	Rohan H Desai	Individual	Non-Promoter	0	0.00	10000	10000	0.07
25	Kalpesh Kumudchandra Shah	Individual	Non-Promoter	0	0.00	10000	10000	0.07

26	Kaushik Bhagubhai Patel	Individual	Non-Promoter	0	0.00	10000	10000	0.07
27	Palash Bandi	Individual	Non-Promoter	600	0.01	5000	5600	0.04
	TOTAL					1500000		

Notes:

* The pre-issue shareholding pattern is as on 18th September, 2024 i.e. 1,09,80,319 paid-up no. of eq. shares this included the 9,80,319 Warrant issued by the company on 16th July 2024, assuming 100% conversion of warrants issued by the Company.

The Post issue % calculation arrived after considering the allotment of 9,40,000 Equity shares and full conversion of 15,00,000 warrants in to equity shares, accordingly post issue paid-up no. of Equity shares will be 1,34,20,319.

10. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

The Proposed Allottees are Non-Promoter entities of the Company. The Company has received a confirmation from the Proposed Allottees, informing the Company of their intention to invest and aggregate amount up to an amount of Rs. 122 crores (Rupees One Hundred Twenty-Two Crores Only) in the Company, subject to customary closing conditions. None of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to this offer.

11. The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

a) **Tenure:** The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

b) **Conversion and other related matters:**

i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").

ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the

SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account.

vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B (i) above.

c) Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares.

12. Lock in period:

The Equity Shares & Warrants to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, 2018.

13. Change in the control, if any:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment, the existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares and Warrants and subsequent conversion of warrants in to equity shares upon exercise of right of conversion of warrants in to equity shares by warrants holders allotted on preferential allotment, hence guidance on control premium is not considered under Regulation 166A.

14. Price of the issue:

In compliance with SEBI ICDR Regulation, the minimum issue price per Equity Share and Warrant is higher of the price determined through following methods:

The Equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded as per provisions of SEBI ICDR Regulations. For the purpose of computation of the price, BSE Ltd., the Stock Exchange which has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered. In terms of the provisions of Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Shares and the Warrants may be issued.

b. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The offer price of equity shares and Warrants of face value Rs. 10/- (Rupees Ten only) per equity share/warrant is Rs. 500/- (Rupee Five Hundred Only) per Equity Share/Warrant as determined under applicable Regulation 164 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer CA Navin Khandelwal a Registered Valuer (Reg. No. IBBI/RV/05/2019/10779) Valuation report is available at the registered office of the Company for your review and is placed on the website of the Company at <https://www.indothai.co.in>.

15. Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 11th September, 2024.

16. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the M/s Kaushal Ameta & Company, Practicing Company Secretaries, (holding Fellow Membership No. 8144 and Certificate of Practice No. 9103) certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: <https://www.indothai.co.in>.

17. Undertakings

- a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares/warrants issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

18. Willful Defaulter or Fraudulent Borrower

Neither the issuer nor any of or its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days between 11:00 am to 1:00 p.m., from Monday to Friday up to the one day prior to the EOGM.

19. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Eq. Shares & warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 1 & 2 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 & 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Date: 18th September, 2024

By order of the Board of Directors

Place: Indore

For Indo Thai Securities Limited

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
Email: compliance@indothai.co.in

Shruti Sikarwar
(Company Secretary cum Compliance Officer)
Membership No.: A61132