

Date: 01st January, 2025

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 Code-INDOTHAI
ISIN - INE337M01013

Dear Sir/Madam,

Subject: In-Principle Approval granted by Stock Exchange for issue of 9,04,000 Equity Shares and 15,00,000 Warrants (Convertible into Equity Shares) to Non-Promoter Group on preferential basis.

Pursuant to Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Company has received in-principle approval from BSE Limited vide letter no. LOD/PREF/PR/FIP/1610/2024-25 dated 01st January, 2025 and National Stock Exchange of India Ltd. vide letter dated NSE/LIST/44162 dated 01st January, 2025 for issue of 9,04,000 Equity Shares and 15,00,000 Warrants (Convertible into Equity Shares) at an issue price of Rs. 500 each (including premium of Rs. 490) in terms of Regulation 28(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors, in its meeting held on 12th September 2024, constituted a "Preferential Allotment Committee" to oversee the allotment process and other related procedures for the issuance of Securities (Equity Shares and Warrants) to the proposed preferential allottees. In this regard, the Board and shareholders have authorized the "Preferential Allotment Committee" to act on their behalf. Consequently, the committee will be responsible for making the necessary disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, upon receiving the application and allotment funds from the proposed allottees in the company's designated bank account.

The Company will comply with the further requirements as required by the regulations.

We enclose herewith the copy of in-principle approval letter received from BSE Limited and National Stock Exchange of India Ltd.

Kindly take the above in record.

Thanking you
Yours truly,

For Indo Thai Securities Limited

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

LOD/PREF/PR/FIP/1610/2024-25

January 01, 2025

The Company Secretary,
INDO THAI SECURITIES LTD.
Capital Tower, 2nd Floor, Plot Nos. 169A - 171,
PU - 4, Scheme No. 54, Behind C-21 Mall,
Indore, Madhya Pradesh, 452010

Dear Sir/Madam,

Re: 'In-principle' approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We refer to your application seeking our **"In-principle approval for the issue of 9,04,000 equity shares and 15,00,000 warrants convertible into 15,00,000 equity shares of Rs. 10/- each at a price not less than Rs. 500/- each to non-promoter on a preferential basis."**

The Exchange hereby grants its 'in-principle' approval for the aforesaid issue. This 'in-principle' approval should not be construed as our approval for listing of aforesaid security, and you are required to duly and separately comply with the requirements in respect thereof.

You are advised to ensure that the issue and allotment of securities is strictly in accordance with the provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 including the Rules, Regulations, Guidelines, etc. made there under, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) and the Listing Agreement signed with us. In addition, you shall also obtain such statutory and other approvals as are required for the purpose.

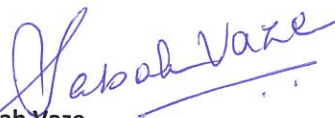
Further, the company is advised to strengthen internal controls (to monitor trades being executed by the proposed allottees in the scrip of the company) before allotment of securities in order to avoid any non-compliances in respect of trades being executed by the allottees in contravention to provisions of Chapter V of SEBI (ICDR) Regulations. In this regard,

- Company is advised to obtain an undertaking from the allottee(s) confirming that they shall not do intra-day trading in the scrip of the company or any sale in the scrip of the company till the allotment date of the security as required under SEBI (ICDR) Regulations.
- The company may note that the responsibility/onus is solely on the Issuer company to verify the above (a) and ensure compliance with applicable provisions including Regulation 167(6) of SEBI ICDR regulations, 2018.
- The company may also note that any non-compliances, if observed by the exchanges post the undertaking and verification by the Issuer company may impact the listing of such shares.

On allotment of securities pursuant to this 'in principle' approval you are required to make a listing application without delay, with applicable fees, in terms of Regulation 14 of the LODR Regulations and comply with the post issue formalities. Listing application and the checklist for post issue listing formalities can be downloaded from the link: <https://www.bseindia.com/static/about/downloads.aspx>. Further, it should be noted by Depositories and the Company that in case of allotment of Convertible Securities, there would be automatic release of excess lock-in period of Pre-Preferential Holding of allottees by Depositories in compliance with SEBI(ICDR) Regulations,2018 without requirement of any NOC by the Exchange.

In addition to above, the company should note that as per Schedule XIX – Para (2) of ICDR Regulations and as specified in SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, “the issuer or the issuing company, as the case may be, shall, make an application for listing, **within twenty days** from the date of allotment, to one or more recognized stock exchange(s)” along with the documents specified by stock exchange(s) from time to time. Any Non-compliance with the above requirement will attract, the fine as mentioned in SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. The Exchange reserves its right to withdraw this ‘in-principle’ approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or if it contravenes any Rules, Bye-laws and Regulations of the Exchange, LODR Regulations, ICDR Regulations and Guidelines/ Regulations issued by any statutory authorities etc.

Yours faithfully,



Sabah Vaze
Senior Manager



Pranav Rewale
Assistant Manager

Ref: NSE/LIST/44162

January 01, 2025

The Company Secretary
Indo Thai Securities Limited

Kind Attn: Shruti Sikarwar

Dear Madam,

Sub: In - Principle approval under Regulation 28(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are in receipt of your application regarding in-principle approval for issue of 9,04,000 Equity shares of Rs. 10/- each and 15,00,000 Equity shares of Rs. 10/- each upon conversion of warrants to be issued under Preferential issue in terms of Regulation 28(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, In this regard, the Exchange is pleased to grant in-principle approval for the said issue subject to the Company fulfilling the following conditions:

1. Filing the listing application at the earliest from the date of allotment.
2. Receipt of statutory and other approvals and compliance of guidelines/regulations issued by the statutory authorities including SEBI, RBI, MCA, etc.
3. Compliance with all the applicable guidelines, regulations, directions of the Exchange or any statutory authorities as on the date of listing application.
4. Compliance of all conditions as per the SEBI (LODR) Regulations, 2015 as on date of listing, Companies Act, 1956 / Companies Act, 2013 and other applicable laws.
5. Submissions of documents as may be required by NSE and payment of applicable fees.

Further, the company is advised to strengthen internal controls (to monitor trades being executed by the proposed allottees in the scrip of the company) before allotment of securities in order to avoid any non-compliances in respect of trades being executed by the allottees in contravention of provisions of Chapter V of SEBI (ICDR) Regulations. In this regard,

- a) **Company is advised to obtain an undertaking from the allottee(s) confirming that they shall not do intra-day trading in the scrip of the company or any sale in the scrip of the company till the allotment date of the security as required under SEBI (ICDR) Regulations.**
- b) **The company may note that the responsibility/onus is solely on the Issuer company to verify the above (a) and ensure compliance with applicable provisions including Regulation 167(6) of SEBI ICDR regulations, 2018.**
- c) **The company may also note that any non-compliances, if observed by the exchanges post the undertaking and verification by the Issuer company may impact the listing of such shares.**

“Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.”

The Exchange reserves its right to withdraw its in-principle approval at a later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or in contravention of any Non-Confidential Rules, Bye-laws and Regulations of the Exchange, SEBI (LODR) Regulations, 2015, Guidelines/ Regulations issued by statutory authorities, etc.

Yours faithfully,
For National Stock Exchange of India Limited

Khyati Vidwans
Senior Manager

Cc:
National Securities Depository Limited
Central Depository Services Limited

P.S. Checklist of all the further issues is available on website of the exchange at the following URL:

http://www.nseindia.com/corporates/content/further_issues.htm