

Date: 07<sup>th</sup> September, 2021

To, The Listing Department <b>BSE Limited</b> Department of Corporate Affairs Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	To, The Listing Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
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Dear Sir/Madam,

**Subject : Notice of the 27<sup>th</sup> Annual General Meeting**  
**Reference : ISIN - INE337M01013; Scrip Id - 533676; Scrip Code - INDOTHAI**

In compliance of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the **27<sup>th</sup> Annual General Meeting** of the Company will be held on **Wednesday, 29<sup>th</sup> September, 2021 at 05:00 P.M.**, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility.

The schedule of events is set out below:

Events	Date	Time
Cut-off date for e-voting	22 <sup>nd</sup> September, 2021	-
Book Closure Date	23 <sup>rd</sup> September, 2021 to 26 <sup>th</sup> September, 2021 (both days inclusive)	-
Commencement of e-voting	25 <sup>th</sup> September, 2021	09:00 A.M.
End of e-voting	28 <sup>th</sup> September, 2021	05:00 P.M.
Annual General Meeting	29 <sup>th</sup> September, 2021	05:00 P.M.
Dividend Payment Date	On or after 29 <sup>th</sup> September, 2021	-

Please find enclosed the Notice convening the 27<sup>th</sup> Annual General Meeting of the Company. The same will also be made available at our website: [www.indothai.co.in](http://www.indothai.co.in).

This is for your information and record.

Thanking you,

Yours truly,

**For Indo Thai Securities Limited**

  
**Sanjay Kushwah**  
(Company Secretary cum Compliance Officer)  
Membership No.: A49437



## NOTICE OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting ("AGM" or "Meeting") of the Members of INDO THAI SECURITIES LIMITED (the "Company") will be held on **Wednesday, 29<sup>th</sup> September, 2021 at 05:00 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:

### ORDINARY BUSINESS:

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

To consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors (the "Board") and Auditors thereon.

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

To declare a final dividend of Re.1/- per equity share of Rs. 10/- each (i.e. at the rate of 10% on the face value) for the financial year ended on 31<sup>st</sup> March, 2021.

#### Item No. 3 - Appointment of Mr. Parasmal Doshi, the Director Liable to Retire by Rotation:

To appoint a Director in place of Mr. Parasmal Doshi (DIN: 00051460), who retires by rotation and being eligible, seeks re-appointment.

#### Item No. 4 – Re-appointment of M/s S P A R K & Associates Chartered Accountants LLP (Formerly known as M/s SPARK & Associates) as Statutory Auditor of the Company and fixing their Remuneration:

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

**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s S P A R K & Associates Chartered Accountants LLP (Formerly known as M/s SPARK & Associates) (Registration No.: 005313C/C400311), being eligible for re-appointment, be and are hereby re-appointed as the Statutory Auditor of the Company, to hold office for the second term from the conclusion of this Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting at such remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus Goods and Services Tax and such other tax(s), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the year ending 31<sup>st</sup> March, 2022 upto 31<sup>st</sup> March, 2026.

### SPECIAL BUSINESS:

#### Item No. 5 - Increasing the remuneration of Mr. Dhanpal Doshi, Managing Director cum CEO of the Company:

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

**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee (the "NRC") and the resolution passed at the Meeting of Board of Directors dated 13<sup>th</sup> August, 2021 & pursuant to Members approval in their meeting held on 30<sup>th</sup> September, 2020 and in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and as per Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to increase the remuneration of Mr. Dhanpal Doshi w.e.f. 01<sup>st</sup> October, 2021 in the following manner:-

1. To increase the Basic Salary of Mr. Dhanpal Doshi from Rs. 1,00,000/- (Rupees One Lakh only) per month to Rs. 3,00,000/- (Rupees Three Lakhs only) per month; and
2. Commission (payable annually) in the following manner:-

Net Profits after tax	Commission
Up to Rs. 5,00,00,000/- (Rupees Five Crores only)	Nil
Above Rs. 5,00,00,000/- (Rupees Five Crores only)	1% of the amount above Rs. 5,00,00,000/- (Rupees Five Crores only) per annum

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

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

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

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

**Item No. 6 – Increasing the remuneration of Mr. Parasml Doshi, Chairman cum Whole Time Director of the Company:**

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

**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee (the "NRC") and the resolution passed at the Meeting of Board of Directors dated 13<sup>th</sup> August, 2021 & pursuant to Members approval in their meeting held on 30<sup>th</sup> September, 2020 and in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and as per Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to increase the remuneration of Mr. Parasml Doshi w.e.f. 01<sup>st</sup> October, 2021 in the following manner:-

1. To increase the Basic Salary of Mr. Parasml Doshi from Rs. 1,21,000/- (Rupees One Lakh Twenty One Thousand only) per month to Rs. 3,00,000/- (Rupees Three Lakhs only) per month; and
2. Commission (payable annually) in the following manner:-

Net Profits after tax	Commission
Up to Rs. 5,00,00,000/- (Rupees Five Crores only)	Nil
Above Rs. 5,00,00,000/- (Rupees Five Crores only)	1% of the amount above Rs. 5,00,00,000/- (Rupees Five Crores only) per annum

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

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

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby

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

**Item No. 7 – Increasing the remuneration of Mr. Rajendra Bandi, Whole Time Director of the Company:**

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

**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee (the “NRC”) and the resolution passed at the Meeting of Board of Directors dated 13<sup>th</sup> August, 2021, & pursuant to Members approval in their meeting held on 30<sup>th</sup> September, 2020 and in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and as per Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to increase the remuneration of Mr. Rajendra Bandi w.e.f. 01<sup>st</sup> October, 2021 in the following manner:-

To increase the Basic salary of Mr. Rajendra Bandi from Rs. 24,200/- (Rupees Twenty Four Thousand Two Hundred only) per month to Rs. 50,000/- (Rupees Fifty Thousand only) per month.

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

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

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

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

**Date:** 13<sup>th</sup> August, 2021

**Place:** Indore

By order of the Board of Directors

**Indo Thai Securities Limited**

**Registered Office:**

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

**Sanjay Kushwah**  
(Company Secretary cum Compliance Officer)  
(Membership No. : A49437)



## NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 and rules framed there under, in respect of special business under item nos. 5, 6 and 7 set out in the Notice are annexed hereto.

2. Considering the ongoing Covid-19 Pandemic, the AGM of the Company for the year ended 31<sup>st</sup> March, 2021 is being held through VC / OAVM, without the physical presence of the Members at a common venue pursuant to MCA Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with Circular Nos. 20/2020, 14/2020, 17/2020 dated 5<sup>th</sup> May, 2020, 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020, respectively (collectively referred to as "MCA Circulars"), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 read with Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (referred to as "SEBI Circular") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

4. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

5. Details of Director retiring by rotation/seeking re-appointment at this meeting are provided in the Annexure to this Notice.

6. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the Company, by email through its registered email address to [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

7. SEBI & MCA encourage paperless communication as a contribution to greener environment. The Companies Act, 2013 (the "Act") and the Listing Regulations, permit Companies to send soft copies of the Annual Report to all those Shareholders who have registered their e-mail addresses with the Company's Registrar and Share Transfer Agent/Depository Participant(s).

In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 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 and Annual Report 2020-21 will also be available on the Company's website [www.indothai.co.in](http://www.indothai.co.in) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

Members whose email address is not registered can register the same in the following manner:

a. Members holding share(s) in physical mode can register their e-mail ID with the Company/ RTA, Bigshare Services Private Limited; and

b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.

8. 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.

9. Applicable statutory records and all the documents referred to in the accompanying Notice of the 27<sup>th</sup> AGM, and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM and during the AGM. Members seeking to inspect such documents can send an e-mail to [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

10. Members attending the AGM 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. 01<sup>st</sup> April, 2019. In view of the same, members are advised to dematerialize the shares held by them in physical form.

12. The submission of Permanent Account Number ("PAN") and bank account details of all securities holders holding securities in physical form to the Company/Bigshare Services Private Limited (Registrar and Share Transfer Agent). Members holding shares in electronic form are also requested to submit/update their PAN and bank account details to their Depository Participants with whom they are maintaining their Demat accounts.

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. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and "Secretarial Standard – 2" on General Meetings issued by the Institute of Company Secretaries of India, of the Director seeking re-appointment, are annexed hereto.

15. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 23<sup>rd</sup> September, 2021 to Sunday, 26<sup>th</sup> September, 2021 (both days inclusive) and the dividend as may be declared shall be payable to Members of the Company whose names appear:

- a) As Beneficial Owners as at the end of business hours on Wednesday, 22<sup>nd</sup> September, 2021 as per the download to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic form; and
- b) As Members in the Register of Members of the Company as on Wednesday, 22<sup>nd</sup> September, 2021 in respect of the shares held in physical form.

Subject to the provisions of the Act, dividend on equity shares, as recommended by Board, if declared at the Meeting, will be credited/dispached on or after Wednesday, 29<sup>th</sup> September, 2021.

16. In terms of provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, read with relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the 'Unpaid Dividend Account' of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India.

However, there was no such amount required to be transferred into Investor Education and Protection Fund (IEPF), during the year 2020-21. Please be informed that the due months for transferring the unclaimed final dividend for the financial year ended 31<sup>st</sup> March, 2015, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2019 to Investor Education and Protection Fund is September, 2022, September, 2023, September, 2024, September, 2025 and September, 2026 respectively. The Shareholders who have not yet encashed their final dividend for the financial years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 are requested to make their claim to Company's Registrar and Share Transfer Agent.

The Company will upload the details of unpaid and unclaimed dividend amounts lying with the Company for the financial year 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 as on 31<sup>st</sup> March, 2021 on the website of the Company ([www.indothai.co.in](http://www.indothai.co.in)).

17. The Securities and Exchange Board of India and Reserve Bank of India ("RBI") have advised all listed companies to mandatorily use the National Electronic Clearing Services (NECS) facility wherever possible for dividend payment to the Shareholders. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, Bigshare Services Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. For the shares held in physical form, the Bank particulars may be sent to Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company. For electronic shares, the

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

18. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, in accordance with the provisions of the IT Act with the Registrar and Share Transfer Agent as specified in the below paragraphs.

**For resident shareholders (Individuals),** taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2021-22 does not exceed Rs. 5,000/- and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Blank Form 15G and 15H can be downloaded from the website of the RTA viz. [www.bigshareonline.com](http://www.bigshareonline.com)

**For resident shareholders (Non- Individuals),** the TDS rates along with the required documents are provided in table below:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Insurance Companies	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable to them: 1. PAN 2. Registration certificate along with 3. Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Mutual Funds	NIL	Documentary evidence to prove that the mutual fund is a mutual fund specified under clause (23D) of section 10 of the Act and is covered under Section 196 of the Act along with Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Alternative Investment fund (AIF) established/ incorporated in India	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 <sup>th</sup> June, 2015 (OR) Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with the following documents 1. Self-attested copy of the PAN card 2. Registration certificate 3. Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Recognized Provident Fund	NIL	Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Act, (OR) Self-attested valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees Provident Funds Act, 1952 needs to be submitted along with Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Approved Superannuation Fund / Approved Gratuity Fund	NIL	Self-attested copy of valid approval granted by the Commissioner needs to be submitted : a) under Rule 2 of Part B of Fourth Schedule to the Act (In case of Approved Superannuation Fund) b) under Rule 2 of Part C of Fourth Schedule to the Act (In case of Approved Gratuity Fund) along with Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
National Pension Scheme	NIL	Self-attested valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) granting approval to the Scheme along with Self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Entities exempt under Section 10 of the Act	NIL	If the income is exempt under the Act, the authorized signatory shall submit the declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> duly signed with stamp affixed for the purpose of claiming exemption from TDS (entities as provided in Circular No.18 of 2017)
Corporation established by or under a Central Act/ State Act which is, under any law for the time being in force, exempt from income- tax on its income including entities in which such corporations are the beneficial shareholders	NIL	Documentary evidence that the person is covered under section 196 of the Act along with self-declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Benefit under Rule 37BA	Rates based on the status of the beneficial owners	In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration available at 'For investors' tab on: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
Other resident shareholders without PAN/Invalid PAN/ Deleted PAN/ non-compliance of Section 206AB	20%	

**For non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962;



- Copy of Tax Residency Certificate for fiscal 2022 obtained from the revenue authorities of the country of tax residence, duly attested by member;
- Self-declaration in Form 10F;
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member;

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

#### Submission of Declarations and other Documents:

Kindly note that the documents and annexures as explained above duly filled and signed can be sent by the shareholders directly to the Email ID: [tds@bigshareonline.com](mailto:tds@bigshareonline.com)

Kindly note that no communication/documents on the tax determination / deduction shall be considered post 11:59 PM (IST) of Wednesday, 22<sup>nd</sup> September, 2021.

It may be further noted that in case the tax on said Final Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you or on application of provisions of Section 206AB or on account of PAN being treated as inoperative as the PAN is not linked with Aadhaar (in case of individuals), there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

#### No claim shall lie against the Company for such taxes deducted:

*In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.*

19. Members are requested to send queries, if any, related to accounts, to the Company at least 10 (Ten) days before the date of AGM so that the answers may be made readily available at the Meeting. Members seeking any other information or clarification on Annual Report 2020-21 are requested to send their queries to the Company not less than 7 (Seven) days before the date of AGM to enable the Company to compile the information and provide replies at the Meeting.

20. Non-Resident Indian Members are requested to inform Bigshare Services Private Limited immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.

#### 21. A. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

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
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
Individual Shareholders holding securities in demat mode with NSDL	<p><b>If you are already registered for NSDL IDeAS facility:</b> Please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>If the user is not registered for IDeAS e-Services:</b> Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at: <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a>. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>1. 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>2. 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.</p> <p>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 &amp; 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 respective websites.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at or contact at 022- 23058738 and 22-23058542- 43.
Individual Shareholders holding securities in Demat mode with CDSL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 **Saturday, 25<sup>th</sup> September, 2021 at 09:00 A.M.** and ends on **Tuesday, 28<sup>th</sup> September, 2021 at 05:00 P.M.** During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Wednesday, 22<sup>nd</sup> September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

iii. Click on "Shareholders" 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first-time user follow the steps given below:

For 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. Note For Non-Individual Shareholders And Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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](mailto: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 AGM and e-voting, from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

xvii. 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

1. Members will be able to attend the AGM through VC / OAVM through CDSL e-voting system (<https://www.evotingindia.com/>) by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

2. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com/> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

3. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and close on expiry of 15 minutes from the scheduled time of the AGM.

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](mailto:compliance@indothai.co.in). Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@indothai.co.in](mailto:compliance@indothai.co.in). These queries will be replied to by the company suitably by email.

5. Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

6. Members who need technical assistance before or during the AGM, can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

7. Shareholders are encouraged to join the Meeting through Laptops/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 27<sup>th</sup> AGM, scheduled to be held on **Wednesday, 29<sup>th</sup> day of September, 2021 at 05:00 P.M.** can be transacted through such electronic voting ("**remote e-voting**"). The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("CDSL").

b. Members whose names are recorded in the Register of Members maintained by the Depositories as on the Cut-off date i.e. **Wednesday, 22<sup>nd</sup> September, 2021**, shall be entitled to avail the facility of remote e-voting for AGM. Any recipient of the Notice who is not a Member as on the Cut-off date shall treat this Notice as intimation only.

c. A person, who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date shall be entitled to exercise his/ her vote electronically i.e. remote e-voting for the AGM.

d. The remote e-voting will commence on **Saturday, 25<sup>th</sup> September, 2021 at 09:00 A.M.** and will end on **Tuesday, 28<sup>th</sup> September, 2021 at 05:00 P.M.** During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. **Wednesday, 22<sup>nd</sup> September, 2021**, 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 AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

g. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

h. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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. **Wednesday, 22<sup>nd</sup> September, 2021**.

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 AGM, 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](mailto:compliance@indothai.co.in) or [investor@bigshareonline.com](mailto: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.

22. The Scrutinizer, after scrutinizing the votes cast during the voting period and at the Meeting shall not later than 3 (three) days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results on the resolutions will be declared not later than forty-eight hours of conclusion of the AGM.

23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indothai.co.in](http://www.indothai.co.in) 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.

24. Subject to receipt of the requisite number of votes in favor, the resolution will be deemed to be passed on the date of the AGM i.e. **Wednesday, 29<sup>th</sup> September, 2021**.

#### EXPLANATORY STATEMENT:

The following statement sets out all material facts relating to Ordinary Business in Item No. 4 pursuant to Regulation 36(5) of Listing Regulations and the Special Business in Item Nos. 5, 6 and 7 pursuant to provisions of Section 102(1) of the Companies Act, 2013, mentioned in the accompanying notice:

#### Item No. 4

The Members of the Company at the 22<sup>nd</sup> Annual General Meeting ('AGM') held on 24<sup>th</sup> September, 2016, approved the appointment of M/s S P A R K & Associates Chartered Accountants LLP (*Formerly known as M/s SPARK & Associates*) as the Statutory Auditor of the Company for a period of five years from the conclusion of the said AGM. M/s S P A R K & Associates Chartered Accountants LLP (*Formerly known as M/s SPARK & Associates*), will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, for the re-appointment of M/s S P A R K & Associates Chartered Accountants LLP (*Formerly known as M/s SPARK & Associates*)(Registration No.: 005313C/C400311), being eligible for re-appointment, as the Statutory Auditor of the Company for another term for a period of five years from the conclusion of this AGM till the conclusion of the 32<sup>nd</sup> AGM.

#### (a) Proposed Fees Payable and Terms of Re-appointment:

M/s S P A R K & Associates Chartered Accountants LLP (*Formerly known as M/s SPARK & Associates*), shall be re-appointed on such remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus Goods and Services tax and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the year ending 31<sup>st</sup> March, 2022 up to 31<sup>st</sup> March, 2026, and on such terms of re-appointment as fixed by the Board of Directors of the Company.

#### (b) Basis of Recommendation and Credentials of Auditors:

M/s S P A R K & Associates Chartered Accountants LLP (*Formerly known as M/s SPARK & Associates*) is a Limited Liability Partnership firm which was established in the year 1990. It is a reputed and progressive chartered accountancy firm in India helping clients to accomplish their business and financial goals towards growth and profitability. The firm has its presence in 11 states which include 13 cities across India. With a strong presence in Mumbai, Delhi, Kota, Bhopal, Jamshedpur, Pune, Raipur, Bengaluru, Patna, Sangrur, Noida and Bioara, their staff includes Chartered Accountants, MBA's and people with an additional qualification like DISA, DITL, DCL and other Team members including qualified and semi qualified staff.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s S P A R K & Associates Chartered Accountants LLP (*Formerly known as M/s SPARK & Associates*), to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. M/s S P A R K & Associates Chartered Accountants LLP (*Formerly known as M/s SPARK & Associates*) have given their consent to act as the Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends the resolution at Item No. 4 of this Notice for your approval.

#### Item No. 5

Considering the amount of hard work, energy and contribution put in by Mr. Dhanpal Doshi and progress made by the company under his leadership and guidance the Board is of the opinion that there existed a need to increase the remuneration and therefore as per the recommendation of Nomination and Remuneration Committee (NRC) and the resolution passed in the Meeting of Board of Directors duly convened and held on 13<sup>th</sup> August, 2021, the Board of Directors subject to consent of the Shareholders', approved the increase in the remuneration w.e.f. 01<sup>st</sup> October, 2021 in the following manner:

1. The basic salary of Mr. Dhanpal Doshi is increased from Rs. 1,00,000/- (Rupees One Lakh only) per month to Rs. 3,00,000/- (Rupees Three Lakhs only) per month; and
2. Commission (payable annually) in the following manner:

Net Profits After Tax	Commission
Upto Rs. 5,00,00,000/- (Rupees Five Crores only)	Nil
Above Rs. 5,00,00,000/- (Rupees Five Crores only)	1% of the amount above Rs. 5,00,00,000/- (Rupees Five Crores only) per annum

Pursuant to the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, approval of the shareholders is being sought by way of Special Resolution.

Managing Director cum C.E.O. Mr. Dhanpal Doshi is concerned or interested in the resolution and Mr. Parasmal Doshi, Chairman cum Whole Time Director, may be deemed to be concerned or interested in the resolution pertaining to the increase in remuneration of Mr. Dhanpal Doshi, as they are related to each other.

The relatives of Mr. Dhanpal Doshi may be deemed to be interested in the resolution set out in Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Disclosure under Secretarial Standard - 2, issued by the Institute of Company Secretaries of India is detailed in the Annexure to the Notice.

#### Item No. 6

Considering the amount of hard work, energy and contribution put in by Mr. Parasmal Doshi and progress made by the company under his leadership and guidance the Board is of the opinion that there existed a need to increase the remuneration and therefore as per the recommendation of Nomination and Remuneration Committee (NRC) and the resolution passed in the Meeting of Board of Directors duly convened and held on 13<sup>th</sup> August, 2021, the Board of Directors subject to consent of the Shareholders, approved the increase in remuneration w.e.f. 01<sup>st</sup> October, 2021 in the following manner:

1. The basic salary of Mr. Parasmal Doshi is increased from Rs. 1,21,000/- (Rupees One Lakh Twenty One Thousand only) per month to Rs. 3,00,000/- (Rupees Three Lakhs only) per month; and

2. Commission (payable annually) in the following manner:

Net Profits After Tax	Commission
Upto Rs. 5,00,00,000/- (Rupees Five Crores only)	Nil
Above Rs. 5,00,00,000/- (Rupees Five Crores only)	1% of the amount above Rs. 5,00,00,000/- (Rupees Five Crores only) per annum

Pursuant to the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, approval of the shareholders is being sought by way of Special Resolution.

Chairman cum Whole Time Director Mr. Parasmal Doshi is concerned or interested in the resolution and Mr. Dhanpal Doshi, Managing Director cum CEO of the Company, may be deemed to be concerned or interested in the resolution pertaining to the increase in remuneration of Mr. Parasmal Doshi, as they are related to each other.

The relatives of Mr. Parasmal Doshi may be deemed to be interested in the resolution set out in Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Disclosure under Secretarial Standard - 2, issued by the Institute of Company Secretaries of India is detailed in the Annexure to the Notice.

#### Item No. 7

Considering the amount of hard work, energy and contribution put in by Mr. Rajendra Bandi and progress made by the company under his leadership and guidance the Board is of the opinion that there existed a need to increase the remuneration and therefore as per the recommendation of Nomination and Remuneration Committee (NRC) and the resolution passed in the Meeting of Board of Directors duly convened and held on 13<sup>th</sup> August, 2021, the Board of Directors subject to consent of the Shareholders, approved the increase in remuneration w.e.f. 01<sup>st</sup> October, 2021 in the following manner:

1. The basic salary of Mr. Rajendra Bandi is increased from Rs. 24,200/- (Rupees Twenty Four Thousand Two Hundred only) per month to Rs. 50,000/- (Rupees Fifty Thousand only) per month.

Pursuant to the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, approval of the shareholders is being sought by way of Special Resolution.

Whole Time Director, Mr. Rajendra Bandi is concerned or interested in the resolution and the relatives of Mr. Rajendra Bandi may be deemed to be interested in the resolution set out in Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Disclosure under Secretarial Standard - 2, issued by the Institute of Company Secretaries of India is detailed in the Annexure to the Notice.

**Date:** 13<sup>th</sup> August, 2021

**Place:** Indore

By order of the Board of Directors

**Indo Thai Securities Limited**

**Sanjay Kushwah**

*Company Secretary cum Compliance Officer*

*(Membership No. : A49437)*

**Registered Office:**

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



## ANNEXURE TO NOTICE OF AGM

### Brief Profile of Directors

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION OF DIRECTORS AT THE ENSUING ANNUAL GENERAL MEETING

##### Pursuant to SS-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Brief Profile of Director seeking Re-Appointment:** In terms of provisions of Section 152 of Companies Act, 2013, Mr. Parasmal Doshi, being longest in the office, will retire by rotation and would be eligible for re-appointment in the ensuing Annual General Meeting. In conformity to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors retiring by rotation/seeking re-appointment at the ensuing Annual General Meeting are disclosed below.

**Brief Profile of Directors for fixation of remuneration:** In terms of provisions of Section 197 of Companies Act, 2013, it is proposed to increase the remuneration of Mr. Parasmal Doshi, Chairman cum Whole time Director, Mr. Dhanpal Doshi, Managing Director cum CEO and Mr. Rajendra Bandi, Whole time Director in the ensuing Annual General Meeting. In conformity to Secretarial Standard- 2 issued by Institute of Company Secretaries of India (ICSI), the details of Directors for increasing their remuneration at the ensuing Annual General Meeting are as under:

Name of Director	Mr. Parasmal Doshi	Mr. Dhanpal Doshi	Mr. Rajendra Bandi
<b>Date of Birth</b>	05.07.1957 (Age: 64 years)	16.07.1965 (Age: 56 years)	01.03.1961 (Age: 60 years)
<b>Date of First Appointment on Board</b>	01.10.2010	19.01.1995	19.01.1995
<b>DIN</b>	00051460	00700492	00051441
<b>Qualifications</b>	Chartered Accountant, Bachelor of Commerce, M.B.A. and passed modules of NCFM, BCSM, NISM, MCPP.	Chartered Accountant, Bachelor of Commerce, M.B.A. and passed modules of NCFM, BCSM, NISM & AMFI.	Bachelor of Science and NISM Certifications in Currency and Derivatives module.
<b>Expertise in specific functional areas</b>	Capital & Derivative Market Analysis, Industrial Analysis, Sectorial Economics, Real Estate and Commodity Market, Finance and Management.	Taxation, Finance and Corporate Laws, Capital & Derivative Markets, Corporate Restructuring, Acquisitions, Mergers, International Finance, NRI/FDI Investments, Double Taxation Treaties, Currency Market, Commodity Market and Real Estate Business.	Real Estate Business.
<b>Terms and Conditions of Appointment/Re Appointment</b>	Mr. Parasmal Doshi who was re-appointed as a Whole-time Director as per the resolution at item no. 4 of the Notice convening Annual General Meeting on 30 <sup>th</sup> September, 2020, is liable to retire by rotation and is proposed to be reappointed as a Whole Time Director as per the resolution at item no. 3 of the Notice convening Annual General Meeting on 25 <sup>th</sup> September, 2021. Further, as per resolution at item no. 6 of the Notice	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on 30 <sup>th</sup> September, 2020 read with explanatory statement thereto, Mr. Dhanpal Doshi was re-appointed as a Managing Director cum Chief Executive Officer. Further, as per resolution at item no. 5 of the Notice convening Annual General Meeting on 25 <sup>th</sup> September, 2021, read with explanatory statement thereto, remuneration of Mr. Dhanpal Doshi is proposed to be increased.	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on 30 <sup>th</sup> September, 2020 read with explanatory statement thereto, Mr. Rajendra Bandi was reappointed as a Whole Time Director. Further, as per resolution at item no. 7 of the Notice convening Annual General Meeting on 25 <sup>th</sup> September, 2021, read with explanatory statement thereto, remuneration of Mr. Rajendra Bandi is proposed to be increased.

Name of Director	Mr. Parasmal Doshi	Mr. Dhanpal Doshi	Mr. Rajendra Bandi
	convening Annual General Meeting on 25 <sup>th</sup> September, 2021, read with explanatory statement thereto, remuneration of Mr. Parasmal Doshi is proposed to be increased.		
<b>Remuneration last Drawn</b>	Rs. 1,21,000/- per month	Rs. 1,00,000/- per month	Rs. 24,200/- per month
<b>Remuneration sought to be paid</b>	Rs. 3,00,000/- per month	Rs. 3,00,000/- per month	Rs. 50,000/- per month
<b>No. of Board Meetings attended during the year</b>	05/05	05/05	05/05
<b>Directorships held in other public companies (excluding foreign companies and section 8 companies)</b>	1. Indo Thai Realities Limited.	1. Indo Thai Globe Fin (IFSC) Limited. 2. Indo Thai Realities Limited.	1. Indo Thai Globe Fin (IFSC) Limited.
<b>Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder 's Committee)</b>	Nil	Nil	Nil
<b>Number of shares held in Company</b>	1165900	1265000	3000
<b>Inter-se relationships between Directors</b>	Brother of Mr. Dhanpal Doshi	Brother of Mr. Parasmal Doshi	Not related to any Director/KMP.

*\*Status as on 31<sup>st</sup> March, 2021*