



Indo Thai Securities Limited

CIN : L67120MP1995PLC008959

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

Date: October 7, 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 Code – INDOTHAI ISIN - INE337M01013
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Subject: Submission of Corrigendum/ Addendum to the Notice of the Extra-Ordinary General Meeting of Indo Thai Securities Limited ('the Company') scheduled to be held on Friday, October 11, 2024 AT 04:00 P.M. **(IST)** through video conferencing (vc)/ other audio-visual means (oavm) facility deemed to be conducted at the registered office of the Company.

Ref.: Original Notice of EOGM dated 18th September, 2024 scheduled to be held on 11th October, 2024, submitted by company with the Exchanges. on 19th September, 2024.

Dear Sir/ Madam,

The Board of Directors in its meeting dated 7th October, 2024 has approved the Corrigendum to the Notice of EOGM dated 18th September, 2024 and in continuation to our letter dated 19th September, 2024 for submission of EOGM Notice of the company and with reference to the captioned subject, the Company is dispatching Corrigendum/ Addendum to the EGM Notice by email to those Members whose email addresses are registered with the Company/Depository Participant(s). The Addendum/Corrigendum to EGM Notice is enclosed herewith for your record. This Corrigendum /Addendum to EGM Notice should be read in conjunction with the original EGM Notice dated 18th September, 2024.

The copy of the Corrigendum/ Addendum to EGM Notice and original EGM Notice dated 18th September, 2024 are available on the website of the Company at www.indothai.co.in.

Please take the same on your records and acknowledge the receipts.

Thanking You.

Yours Faithfully,

For Indo Thai Securities Limited

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

CORRIGENDUM/ ADDENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, OCTOBER 11, 2024

On September 19, 2024, Indo Thai Securities Limited (the "Company") had dispatched to the Members/Shareholders of the Company the Notice of Extra-Ordinary General Meeting dated September 18, 2024 (EGM Notice) scheduled to be held on Friday, October 11, 2024 at 04:00 PM (IST), 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 Special Business:

1. Issuance of 9,40,000 (Nine Lakh Forty Thousand) equity shares on preferential basis to entities belonging to the non-promoter category.
2. Issuance of 15,00,000 (Fifteen Lakh) warrants (equity convertible warrants) preferential basis to entities belonging to the non-promoter category.

Further after dispatch of Original Notice of EOGM dated 18th September 2024, dispatched to the shareholders on 19th September 2024, it came to the attention of board and management as follows:

- i) The details given in the Original Notice of EIOGM regarding the pre-preferential holding & percentage (%) of holding by preferential allottees and correction in the spelling of name/correction of name as per depository database, were not accurately reflected;
- ii) We also identify that one of the proposed preferential allottee namely Tanishque Vikram Jain who applied for 16,000 Eq. shares in this preferential issue (on Sr. No. 24 of Original EOGM notice) has sold shares of the company after relevant date hence, he has been disqualified for preferential issue and his name will be remove from list of allottees and accordingly size of issue will be reduced.

In the view of above stated issues it requires to issue Corrigendum to the Notice of EOGM and the same has been placed before the Board of Directors of the Company and board discuss the same in its meeting dated 07th October, 2024 and approved this Addendum/corrigendum in respect of the following matters forming part of Resolution no. 1 & Resolution no. 2 and its Explanatory Statement annexed to the Original EGM Notice dated 18/09/2024.

The Corrigendum to the notice of EOGM dated 19th September, 2024 has been approved by the board of directors of the company in its meeting held on 07th October, 2024, the details of allottees, size of issue and resolutions shall be read as follows which are correct and final in all sense as per applicability, the agenda of the EOGM as per Corrigendum will be as follows:

ITEM NO. 1: Issuance of 9,24,000 (Nine Lakh Twenty-Four Thousand) equity shares of Rs. 10/- each face value on preferential basis to entities belonging to the Non-promoter category.

ITEM NO. 2: 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.

Further after taking in to all corrections the EOGM resolutions will be as follows:

ITEM NO. 1:

ISSUANCE OF 9,24,000 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 9,24,000 (Nine Lakh Twenty-Four 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. 46,20,00,000 (Rupees Forty-Six Crore Twenty Lakh 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 POPATBHAI 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 DIPABAHEN 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	SHAILLESHBHAI VITTHALBHAI GAJERA	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 SHYAMSUNDAR 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	VANDANA MAHESH CHANDAK	Individual	Individual	16000	Non-Promoter	Not Applicable
25	KULDEEPKUMAR CHHAGANBHAI SANGANI	Individual	Individual	16000	Non-Promoter	Not Applicable
26	RAJU RAM BISHNOI	Individual	Individual	16000	Non-Promoter	Not Applicable
27	PAWANKUMAR AGARWAL	Individual	Individual	16000	Non-Promoter	Not Applicable
28	SURESH KUMAR M CHOUDHARY	Individual	Individual	14000	Non-Promoter	Not Applicable
29	HEMA RAM	Individual	Individual	10000	Non-Promoter	Not Applicable
30	JAGDISH	Individual	Individual	10000	Non-Promoter	Not Applicable
31	MIHIRKUMAR D PATEL	Individual	Individual	10000	Non-Promoter	Not Applicable
32	PRADEEP R MUNDHRA	Individual	Individual	10000	Non-Promoter	Not Applicable
33	PRIYANKA VIJAY AGRAWAL	Individual	Individual	10000	Non-Promoter	Not Applicable
34	NAVEENKUMAR KAMAL KUMAR AGARWAL	Individual	Individual	10000	Non-Promoter	Not Applicable
35	RATANLAL KHERADI	Individual	Individual	10000	Non-Promoter	Not Applicable
36	BHUMIKABEN N PATEL	Individual	Individual	10000	Non-Promoter	Not Applicable
37	GIRISH MAHESH DARYANI HUF	HUF	Daryani Girish Kumar - Karta of HUF	10000	Non-Promoter	Not Applicable
38	DEVANGSINH BHARATSINH GOHIL	Individual	Individual	10000	Non-Promoter	Not Applicable
39	RUPALA MANISH GUNVANTBHAI	Individual	Individual	10000	Non-Promoter	Not Applicable
40	CHARU AGARWAL	Individual	Individual	10000	Non-Promoter	Not Applicable
41	MEENABEN BHARATBHAI TANK	Individual	Individual	10000	Non-Promoter	Not Applicable
42	PAWAN KUMAR AGARWAL	Individual	Individual	10000	Non-Promoter	Not Applicable
43	ABHIJEET AGARWAL	Individual	Individual	10000	Non-Promoter	Not Applicable
44	GIRDHARILAL C PRAJAPATI	Individual	Individual	8000	Non-Promoter	Not Applicable
45	KALURAM BISHNOI	Individual	Individual	8000	Non-Promoter	Not Applicable

46	BISHNOI SAHIL	Individual	Individual	8000	Non-Promoter	Not Applicable
47	SANJAY BHANSALI	Individual	Individual	8000	Non-Promoter	Not Applicable
48	ASHOK KUMAR VISHNOI	Individual	Individual	6000	Non-Promoter	Not Applicable
49	SAHIL RAJESH AGARWAL	Individual	Individual	6000	Non-Promoter	Not Applicable
50	SUJANARAM SARAN	Individual	Individual	6000	Non-Promoter	Not Applicable
51	ANILKUMAR PRAVINSINH SOLANKI	Individual	Individual	6000	Non-Promoter	Not Applicable
52	KAILASHCHANDRA BANSHILAL CHANDAK	Individual	Individual	5000	Non-Promoter	Not Applicable
53	RAJENDRA NANUBHAI PATEL	Individual	Individual	5000	Non-Promoter	Not Applicable
54	PIYUSH KAILASHCHANDRA CHANDAK	Individual	Individual	5000	Non-Promoter	Not Applicable
55	ARTI MANISH KHERADI	Individual	Individual	5000	Non-Promoter	Not Applicable
56	RAVI KRISHNA KUMAR AGARWAL	Individual	Individual	5000	Non-Promoter	Not Applicable
57	DHAMELIYA SANJAYKUMAR BHIMJIBHAI	Individual	Individual	5000	Non-Promoter	Not Applicable
58	TRIVEDI HARSHKUMAR KIRTILAL	Individual	Individual	5000	Non-Promoter	Not Applicable
59	MAHESHBHAI N PATEL	Individual	Individual	5000	Non-Promoter	Not Applicable
60	AJAYKUMAR SHIVSHANKARPRASAD AGARWAL	Individual	Individual	5000	Non-Promoter	Not Applicable
61	RASHMI ANURAG AGRAWAL	Individual	Individual	5000	Non-Promoter	Not Applicable
62	KAVITA KAILASHCHANDRA CHANDAK	Individual	Individual	5000	Non-Promoter	Not Applicable
63	RENU NIRAJ NAWKA	Individual	Individual	5000	Non-Promoter	Not Applicable
64	PAWANKUMAR RAMGOPAL AGRAWAL	Individual	Individual	5000	Non-Promoter	Not Applicable
65	SUNIL AGARWAL	Individual	Individual	5000	Non-Promoter	Not Applicable
66	SHREYA JAYPRAKASHBHAI MANAVADARIA	Individual	Individual	5000	Non-Promoter	Not Applicable
67	ARVIND BHARATKUMAR GADIA	Individual	Individual	5000	Non-Promoter	Not Applicable
68	AMIT AGARWAL	Individual	Individual	5000	Non-Promoter	Not Applicable

69	HARSH AGRAWAL	Individual	Individual	5000	Non-Promoter	Not Applicable
70	KRISHNA VIKRAM GOHIL	Individual	Individual	5000	Non-Promoter	Not Applicable
71	MANOJKUMAR AGARWAL	Individual	Individual	5000	Non-Promoter	Not Applicable
72	ARCHIT AGARWAL	Individual	Individual	5000	Non-Promoter	Not Applicable
73	PRERNA ABHINAV SINGHI	Individual	Individual	4400	Non-Promoter	Not Applicable
74	BANSHI LAL	Individual	Individual	4000	Non-Promoter	Not Applicable
75	BHAGIRATH PANWAR	Individual	Individual	4000	Non-Promoter	Not Applicable
76	DHRUVKUMAR N MAYANI	Individual	Individual	4000	Non-Promoter	Not Applicable
77	DINESHBHAI N PATEL	Individual	Individual	4000	Non-Promoter	Not Applicable
78	RITA BRIJMOHAN AGRAWAL	Individual	Individual	4000	Non-Promoter	Not Applicable
79	MANISH KUMAR BISHNOI	Individual	Individual	4000	Non-Promoter	Not Applicable
80	BHERULAL KHYALILAL NANDRECHA	Individual	Individual	4000	Non-Promoter	Not Applicable
81	MEENAKSHI AGRAWAL	Individual	Individual	4000	Non-Promoter	Not Applicable
82	HANJARIRAM BHAGCHAND BISHNOI	Individual	Individual	4000	Non-Promoter	Not Applicable
83	RAM SWAROOP BISHNOI	Individual	Individual	4000	Non-Promoter	Not Applicable
84	CHAUDHARI PRAKASHKUMAR DILIPKUMAR HUF	HUF	Chaudhari Prakash - Karta of HUF	3000	Non-Promoter	Not Applicable
85	TALIA KIRAN JAYKISHANDAS HUF	HUF	Talia Kiran Jaykishandas - Karta of HUF	3000	Non-Promoter	Not Applicable
86	CHARMIBEN PARESHKUMAR RAMANI	Individual	Individual	3000	Non-Promoter	Not Applicable
87	BHANWAR LAL	Individual	Individual	3000	Non-Promoter	Not Applicable
88	DEEPAK CHAGAN LAL SOLANKI	Individual	Individual	2400	Non-Promoter	Not Applicable
89	NITIN KUMAR CHHAGANLAL SOLANKI	Individual	Individual	2400	Non-Promoter	Not Applicable
90	BABULAL AGARWAL	Individual	Individual	2000	Non-Promoter	Not Applicable

91	DEVKINANDAN GADIA	Individual	Individual	2000	Non-Promoter	Not Applicable
92	NARAYAN S PUROHIT HUF	HUF	Narayan S Purohit - Karta of HUF	2000	Non-Promoter	Not Applicable
93	SHAILESHKUMAR PRAVINCHANDRA PANDYA	Individual	Individual	2000	Non-Promoter	Not Applicable
94	NILESH AGARWAL	Individual	Individual	2000	Non-Promoter	Not Applicable
95	GADIA MEENA DEVI DEVKINANDAN	Individual	Individual	2000	Non-Promoter	Not Applicable
96	MAHENDRA NIMBA CHAUDHARI	Individual	Individual	2000	Non-Promoter	Not Applicable
97	TWINKAL ALKESHBHAI KHALASI	Individual	Individual	2000	Non-Promoter	Not Applicable
98	SALONI TUSHAR SHAH	Individual	Individual	2000	Non-Promoter	Not Applicable
99	SUNILKUMAR TIWARI	Individual	Individual	2000	Non-Promoter	Not Applicable
100	BHASKAR SAHEBRAV VARULE HUF	HUF	Bhaskar Sahebrav Varule - Karta of HUF	2000	Non-Promoter	Not Applicable
101	DEVEN THAKOR	Individual	Individual	1000	Non-Promoter	Not Applicable
102	VIKAS SHANTILAL MEHTA	Individual	Individual	1000	Non-Promoter	Not Applicable
103	VINODKUMAR JASHAVANTBHAI PATEL	Individual	Individual	800	Non-Promoter	Not Applicable
TOTAL				924000		

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);

- b) 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;
- c) No partly paid-up Equity Shares shall be issued and allotted;
- d) 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	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	Klieo 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 Naveenchandra Doshi	Individual	Individual	45000	Non-Promoter	Not Applicable
15	Chirag D Parekh (HUF)	HUF	Chirag Dilipkumar	40000	Non-Promoter	Not Applicable

			Parekh - Karta of HUF			
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	Kalpna 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 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		

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 holders 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: 07th October, 2024

Place: Indore

By order of the Board of Directors

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

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 of EOGM:

ITEM NO. 1 & 2:

The Board of Directors of the Company ("Board") at their meeting held on September 18, 2024, approved a proposal to raise funds aggregating up to Rs. 122 Crores (Rupees One Hundred Twenty-Two Crores only) through the allotment of 9,40,000 (Nine Lakhs Forty Thousand) Equity Shares and 15,00,000 (Fifteen Lakhs) Warrants on a preferential basis.

Subsequent to the dispatch of the original notice for the Extra Ordinary General Meeting (EOGM) on 19th September, 2024, the Company's management identified the following discrepancies:

i) Pre-Preferential Shareholding Details:

The information provided in the original EOGM notice regarding the pre-preferential shareholding and percentage (%) of holding by the preferential allottees, along with certain name corrections (as per the depository database), was inaccurately reflected.

ii) Disqualification of a Preferential Allottee:

It was brought to the Company's attention that one of the proposed preferential allottees, Mr. Tanishque Vikram Jain, who had applied for 16,000 Equity Shares (as mentioned in Sr. No. 24 of the original EOGM notice), sold shares of the Company after the relevant date. As a result, he has been disqualified under regulation 159 of SEBI (ICDR) Regulations, from participating in the preferential issue, and his name will be removed from the list of allottees. Accordingly, the total size of the issue will be reduced.

In light of the issues identified, it became necessary to issue a Corrigendum to the Notice of the EOGM. The matter was duly placed before the Board of Directors, who deliberated on the same during their meeting held on October 7, 2024. The Board approved the issuance of an Addendum/Corrigendum in relation to Resolution No. 1 and Resolution No. 2, along with the Explanatory Statement annexed to the Original EGM Notice dated September 18, 2024.

Following this development, at the meeting held on October 7, 2024, the Board of Directors acknowledged the aforementioned points and approved the Addendum/Corrigendum to the EOGM Notice. The corrections included:

- i) The accurate pre-preferential shareholding and percentage (%) of pre- and post-issue holdings of the preferential allottees.
- ii) The removal of Tanishque Vikram Jain, a disqualified preferential allottee who had applied for 16,000

equity shares, as he had sold shares after the relevant date, rendering him ineligible for the preferential allotment.

iii) The adjustment of the total amount of the preferential issue to Rs. 121.20 Crores (Rupees One Hundred Twenty-One Crores and Twenty Lakh Only).

The Board also approved the necessary compliance certificates, revised pricing details, and authorized the issuance of a revised notice for the Extra Ordinary General Meeting, reflecting the changes in the issue size and the updated list of allottees.

Consequently, the revised preferential issue will now be for Rs. 121.20 Crores (Rupees One Hundred Twenty-One Crores and Twenty Lakh Only), comprising the issuance of:

- i) 9,24,000 (Nine Lakh Twenty-Four Thousand) Equity Shares, and
- ii) 15,00,000 (Fifteen Lakh) Warrants.

This revision/corrigendum to the notice of EOGM ensures full compliance with applicable regulatory requirements and reflects the Company's commitment to transparency in its disclosures to shareholders.

Thus, the revised preferential issue will be for Rs. 121.20 Crores (Rupees One Hundred Twenty-One Crores and Twenty Lakh Only) through the issuance of 9,24,000 (Nine Lakh Twenty-Four Thousand) Equity Shares and 15,00,000 (Fifteen Lakh) Warrants, as described below:

- Up to 9,24,000 (Nine Lakh Twenty-Four 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 9,24,000 (Nine Lakh Twenty-Four 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 up to Rs. 121.20 Crores (Rupees One Hundred Twenty-One Crores and Twenty Lakh Only) through the issuance of 9,24,000 (Nine Lakh Twenty-Four 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 18th September, 2024 and subsequent meeting on 07th October, 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 9,24,000 (Nine Lakh Twenty-Four 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															
Augmenting the margin deposited with various stock exchange, provide permissible funding to clients and Pro Trading.	<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. 106.20 Crores (Rupees One Hundred Six Crores and Twenty Lakh Only) 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>The bifurcation of the above objects are detailed as below:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Object</th> <th>Amount to be Utilized</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Augmenting the margin deposited with various stock exchange</td> <td>Rs. 60 Crores</td> </tr> <tr> <td>2.</td> <td>Permissible funding to clients</td> <td>Rs. 30 Crores</td> </tr> <tr> <td>3.</td> <td>Pro Trading</td> <td>Rs. 16.20 Crores</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td>Rs 106.20 Crores</td> </tr> </tbody> </table>	Sr. No.	Object	Amount to be Utilized	1.	Augmenting the margin deposited with various stock exchange	Rs. 60 Crores	2.	Permissible funding to clients	Rs. 30 Crores	3.	Pro Trading	Rs. 16.20 Crores	Total		Rs 106.20 Crores
Sr. No.	Object	Amount to be Utilized														
1.	Augmenting the margin deposited with various stock exchange	Rs. 60 Crores														
2.	Permissible funding to clients	Rs. 30 Crores														
3.	Pro Trading	Rs. 16.20 Crores														
Total		Rs 106.20 Crores														

	<p>*The amount to be utilized for the abovementioned objects can be inter adjustable, subject to maximum amount of Rs. 106.20 Crores (Rupees One Hundred Six Crores and Twenty Lakh Only).</p>
<p>General Corporate Purpose</p>	<p>The Company proposes to deploy the balance of the Net Proceeds, aggregating to Rs. 15 crores (Fifteen Crore) (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</p>

	<p>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.	106.20 <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Sr. No.</th> <th>Object</th> <th>Amount to be Utilized</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Augmenting the margin deposited with various stock exchange</td> <td>Rs. 60 Crores</td> </tr> <tr> <td>2.</td> <td>Permissible funding to clients</td> <td>Rs. 30 Crores</td> </tr> <tr> <td>3.</td> <td>Pro Trading</td> <td>Rs. 16.20 Crores</td> </tr> <tr> <td colspan="2" style="text-align: center;">Total</td> <td>Rs 106.20 Crores</td> </tr> </tbody> </table>	Sr. No.	Object	Amount to be Utilized	1.	Augmenting the margin deposited with various stock exchange	Rs. 60 Crores	2.	Permissible funding to clients	Rs. 30 Crores	3.	Pro Trading	Rs. 16.20 Crores	Total		Rs 106.20 Crores	* Within 12 months from receipt of funds for the Equity Shares and Warrants (as set out herein)
Sr. No.	Object	Amount to be Utilized																
1.	Augmenting the margin deposited with various stock exchange	Rs. 60 Crores																
2.	Permissible funding to clients	Rs. 30 Crores																
3.	Pro Trading	Rs. 16.20 Crores																
Total		Rs 106.20 Crores																
2.	General Corporate Purpose	15																
Total		121.20																

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

Given that the Preferential Issue is for 9,24,000 (Nine Lakh Twenty-Four Thousand) Eq. Shares @ Rs. 500/- each including Rs. 490/- premium and 15,00,000 (Fifteen Lakh) 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 9,24,000 (Nine Lakh Twenty-Four Thousand) 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. 1,21,20,00,000 (Rupees One Hundred Twenty-One Crores and Twenty Lakh 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	54.22
Public (B)	37,12,422	33.81	61,36,422	45.78
Total (A) + (B)	1,09,80,319	100.00	1,34,04,319	100.00
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	1,09,80,319	100.100	1,34,04,319	100.00

* 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 9,24,000 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 1,34,04,319.

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 of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	* 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 Papatbhai 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	4554	0.04	20000	24554	0.18
7	Patel Dipababen 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	Shailleshbhai Vitthalbhai Gajera	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 Binod 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 Shyamsundar Agrawal	Individual	Non-Promoter	3788	0.03	16000	19788	0.15
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	Vandana Mahesh Chandak	Individual	Non-Promoter	7813	0.07	16000	23813	0.18
25	Kuldeepkumar Chhaganbhai Sangani	Individual	Non-Promoter	19941	0.18	16000	35941	0.27
26	Raju Ram Bishnoi	Individual	Non-Promoter	0	0.00	16000	16000	0.12
27	Pawankumar Agarwal	Individual	Non-Promoter	0	0.00	16000	16000	0.12
28	Suresh Kumar M Choudhary	Individual	Non-Promoter	0	0.00	14000	14000	0.10
29	Hema Ram	Individual	Non-Promoter	0	0.00	10000	10000	0.07
30	Jagdish	Individual	Non-Promoter	0	0.00	10000	10000	0.07
31	Mihirkumar D Patel	Individual	Non-Promoter	0	0.00	10000	10000	0.07
32	Pradeep R Mundhra	Individual	Non-Promoter	0	0.00	10000	10000	0.07
33	Priyanka Vijay Agrawal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
34	Naveenkumar Kamal kumar Agarwal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
35	Ratanlal Kheradi	Individual	Non-Promoter	0	0.00	10000	10000	0.07
36	Bhumikaben N Patel	Individual	Non-Promoter	1750	0.02	10000	11750	0.09
37	Girish Mahesh Daryani HUF	Girish Mahesh Daryani Karta of HUF	Non-Promoter	103	0.00	10000	10103	0.08
38	DEVANGSINH BHARATSINH GOHIL	Individual	Non-Promoter	7760	0.07	10000	17760	0.13
39	Rupala Manish Gunvantbhai	Individual	Non-Promoter	0	0.00	10000	10000	0.07
40	Charu Agarwal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
41	Meenaben Bharatbhai Tank	Individual	Non-Promoter	5614	0.05	10000	15614	0.12

42	Pawan Kumar Agarwal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
43	Abhijeet Agarwal	Individual	Non-Promoter	0	0.00	10000	10000	0.07
44	Girdharilal C Prajapati	Individual	Non-Promoter	0	0.00	8000	8000	0.06
45	Kaluram Bishnoi	Individual	Non-Promoter	0	0.00	8000	8000	0.06
46	Bishnoi Sahil	Individual	Non-Promoter	0	0.00	8000	8000	0.06
47	Sanjay Bhansali	Individual	Non-Promoter	0	0.00	8000	8000	0.06
48	Ashok Kumar Vishnoi	Individual	Non-Promoter	0	0.00	6000	6000	0.04
49	Sahil Rajesh Agarwal	Individual	Non-Promoter	0	0.00	6000	6000	0.04
50	Sujanaram Saran	Individual	Non-Promoter	0	0.00	6000	6000	0.04
51	Anilkumar pravinsinh solanki	Individual	Non-Promoter	0	0.00	6000	6000	0.04
52	Kailashchandra Banshilal Chandak	Individual	Non-Promoter	278	0.00	5000	5278	0.04
53	Rajendra Nanubhai Patel	Individual	Non-Promoter	0	0.00	5000	5000	0.04
54	Piyush Kailashchandra Chandak	Individual	Non-Promoter	0	0.00	5000	5000	0.04
55	Arti Manish Kheradi	Individual	Non-Promoter	0	0.00	5000	5000	0.04
56	Ravi Krishna Kumar Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
57	Dhameliya Sanjaykumar Bhimjibhai	Individual	Non-Promoter	0	0.00	5000	5000	0.04
58	TRIVEDI HARSHKUMAR KIRTILAL	Individual	Non-Promoter	859	0.01	5000	5859	0.04
59	Maheshbhai N Patel	Individual	Non-Promoter	0	0.00	5000	5000	0.04
60	Ajaykumar Shivshankarprasad Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
61	Rashmi Anurag Agrawal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
62	Kavita Kailashchandra Chandak	Individual	Non-Promoter	0	0.00	5000	5000	0.04
63	Renu Niraj Nawka	Individual	Non-Promoter	0	0.00	5000	5000	0.04
64	Pawankumar Ramgopal Agrawal	Individual	Non-Promoter	0	0.00	5000	5000	0.04

65	Sunil Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
66	Shreya Jayprakashbhai Manavadaria	Individual	Non-Promoter	0	0.00	5000	5000	0.04
67	ARVIND BHARATKUMAR GADIA	Individual	Non-Promoter	3863	0.04	5000	8863	0.07
68	Amit Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
69	Harsh Agrawal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
70	Krishna vikram Gohil	Individual	Non-Promoter	0	0.00	5000	5000	0.04
71	Manojkumar Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
72	Archit Agarwal	Individual	Non-Promoter	0	0.00	5000	5000	0.04
73	Purna Abhinav Singhi	Individual	Non-Promoter	0	0.00	4400	4400	0.03
74	Banshi Lal	Individual	Non-Promoter	0	0.00	4000	4000	0.03
75	Bhagirath Panwar	Individual	Non-Promoter	0	0.00	4000	4000	0.03
76	Dhruvkumar N Mayani	Individual	Non-Promoter	0	0.00	4000	4000	0.03
77	Dineshbhai N Patel	Individual	Non-Promoter	0	0.00	4000	4000	0.03
78	Rita Brijmohan Agrawal	Individual	Non-Promoter	0	0.00	4000	4000	0.03
79	Manish Kumar Bishnoi	Individual	Non-Promoter	0	0.00	4000	4000	0.03
80	Bherulal Khyalilal Nandrecha	Individual	Non-Promoter	0	0.00	4000	4000	0.03
81	Meenakshi Agrawal	Individual	Non-Promoter	0	0.00	4000	4000	0.03
82	Hanjariram Bhagchand Bishnoi	Individual	Non-Promoter	0	0.00	4000	4000	0.03
83	Ram Swaroop Bishnoi	Individual	Non-Promoter	0	0.00	4000	4000	0.03
84	Chaudhari Prakashkumar Dilipkumar HUF	Chaudhari Prakashkumar Dilipkumar, Karta HUF	Non-Promoter	0	0.00	3000	3000	0.02
85	Talia Kiran Jaykishandas HUF	Talia Kiran Jaykishandas Karta of HUF	Non-Promoter	0	0.00	3000	3000	0.02
86	Charmiben Pareshkumar Ramani	Individual	Non-Promoter	0	0.00	3000	3000	0.02

87	Bhanwar Lal	Individual	Non-Promoter	0	0.00	3000	3000	0.02
88	DEEPAK CHAGAN LAL SOLANKI	Individual	Non-Promoter	2000	0.02	2400	4400	0.03
89	NITIN KUMAR CHHAGANLAL SOLANKI	Individual	Non-Promoter	1001	0.01	2400	3401	0.03
90	Babulal Agarwal	Individual	Non-Promoter	0	0.00	2000	2000	0.01
91	Devkinandan Gadia	Individual	Non-Promoter	0	0.00	2000	2000	0.01
92	Narayan S Purohit HUF	Narayan S Purohit Karta of HUF	Non-Promoter	0	0.00	2000	2000	0.01
93	Shaileshkumar Pravinchandra Pandya	Individual	Non-Promoter	0	0.00	2000	2000	0.01
94	Nilesh Agarwal	Individual	Non-Promoter	0	0.00	2000	2000	0.01
95	Gadia Meena Devi Devkinandan	Individual	Non-Promoter	0	0.00	2000	2000	0.01
96	Mahendra Nimba Chaudhari	Individual	Non-Promoter	0	0.00	2000	2000	0.01
97	TWINKAL ALKESHBHAI KHALASI	Individual	Non-Promoter	1324	0.01	2000	3324	0.02
98	Saloni Tushar Shah	Individual	Non-Promoter	0	0.00	2000	2000	0.01
99	Sunilkumar Tiwari	Individual	Non-Promoter	0	0.00	2000	2000	0.01
100	Bhaskar Sahebrav Varule HUF	Bhaskar Sahebrav Varule Karta of HUF	Non-Promoter	0	0.00	2000	2000	0.01
101	Deven Thakor	Individual	Non-Promoter	0	0.00	1000	1000	0.01
102	Vikas Shantilal Mehta	Individual	Non-Promoter	0	0.00	1000	1000	0.01
103	Vinodkumar Jashavantbhai Patel	Individual	Non-Promoter	0	0.00	800	800	0.01
	TOTAL					924000		

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 9,24,000 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 1,34,04,319.

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	1.72
2	Frenzy Commercial Private Limited	Tarun Kumar Newatia (UBO)	Non-Promoter	0	0.00	150000	150000	1.12
3	Alpaben	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	Klieo 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 Naveenchandra 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	Kalpna 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 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 9,24,000 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 1,34,04,319.

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. 121.20 crores (Rupees One Hundred Twenty-One Crore and Twenty Lakh 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.

The Members are requested to read the EGM Notice in conjunction with this Addendum/corrigendum for modifications and/or insertions in the Resolution no. 1, Resolution no. 2 and its Explanatory Statement of the EGM Notice as mentioned above.

All other contents of the EGM Notice, save and except as modified and/or inserted by this Addendum/corrigendum, shall remain unchanged.

The Members are requested to consider Resolutions at Item Nos. 1 & 2 and corresponding Explanatory Statement of the EGM Notice keeping in mind the above-mentioned modifications.

All the documents referred to in this Addendum/corrigendum to the EGM Notice shall be available at the registered office and the interested members may obtain a soft copy of the same by writing to indothaigroup@indothai.co.in and a soft copy of the same will be dispatched to the registered email id of the member.

A copy of this addendum/corrigendum and the EGM Notice shall be available on the Company's website at www.indothai.co.in and also on the website of BSE Limited www.bseindia.com and NSE www.nseindia.com, where the shares of the Company are listed.

Date: 07th October, 2024

Place: Indore

By order of the Board of Directors
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