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MINUTES OF THE PROCEEDING RELATING TO DECLARATION OF THE RESULTS ON VOTING BY POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 HELD ON SATURDAY, 27<sup>TH</sup> SEPTEMBER 2014 AT 05.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 16, 4<sup>TH</sup> FLOOR, DAWA BAZAR, R.N.T. MARG, INDORE (M.P.).

➤ PRESENT:

Mr. Parasmal Doshi	(Chairman cum Whole-time Director)
Mr. Anurag Kumar Saxena	(Company Secretary)
Mr. Kaushal Ameta	(Practicing Company Secretary cum Scrutinizer)
Mr. Dhanpal Doshi	(Managing Director)
Mr. Rajendra Bandi	(Whole-time Director)

16 Members were present in Person.

The Chairman informed that the Board of Directors of the Company at its meeting held on Saturday, August 09, 2014 has approved the Notice of Postal Ballot along with Postal Ballot Form comprising of followings matters to be passed by Special Resolutions through Postal Ballot: -

- Authority to extend the Objects of M/s Indo Thai Realties Limited a Wholly Owned Subsidiary Company of Indo Thai Securities Limited
- Transaction with related parties under Section 188 of the Companies Act, 2013
- Authority for loans/ guarantee/ security/ acquiring securities/ investment by the Company under Section 186 of the Companies Act, 2013

The Chairman further informed that the Member's approval for the proposed resolutions was sought by means of Postal Ballot under the provisions of

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Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The dispatch of Postal Ballot Notice and Form along with Explanatory Statement was completed on 26 August, 2014 through email to the members who have registered their email ID with the Depository Participants, and in physical mode along with Business Reply Envelope to the members who have not registered their email ID at their respective addresses. Duplicate Postal Ballot Forms were issued to the members who have requested for the same.

At the meeting of the Board of Directors held at August 09, 2014 M/s Kaushal Ameta & Co., Company Secretaries was appointed as Scrutinizer for purpose of conducting Postal Ballot Process with the law and in a fair & transparent manner.

The Company's Registrar and Transfer Agent i.e. M/s Sharepro Services (India) Private Limited coordinated with Indo Thai Securities Limited for the smooth completion of the Postal Ballot process. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the members of the Company.

The e-voting facility was available at link [www.evotingindia.com](http://www.evotingindia.com) from 10:00 a.m. onwards Tuesday, August 26, 2014 till Thursday, September 25, 2014, upto 6.00 p.m.

He further stated that Postal Ballot Notice & Form dispatched to Shareholders stated that all Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before 6:00 p.m. on Thursday, 25<sup>th</sup> September, 2014. Any Postal Ballot Form received after 25<sup>th</sup> September, 2014 shall be treated as the reply from the shareholders has not been received.

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Newspaper advertisement covering Date of completion of dispatch of Postal Ballot Notice, Commencement and end date of Evoting was published both in English and Hindi newspapers on 27<sup>th</sup> August, 2014.

After due Scrutiny of all Postal ballot Forms received in Physical Mode together with results of e-voting upto 6.00 p.m. Thursday, 25 September 2014, the Scrutinizer had submitted his report on September 27, 2014. The Scrutinizer's Report was tabled before the Chairman for his perusal.

In all, 107 members voted through electronic voting system and 20 Physical Postal Ballot Forms were received from the 20 Members, out of them 9 Postal Ballot Forms were rejected by the Scrutinizer being Invalid. Hence the total number of valid Postal Ballot folios was 118.

Thereafter, Chairman has declared the results of the Postal Ballot on September 27, 2014 at 5.30 P.M. at Registered Office of the Company at 16, 4<sup>th</sup> Floor, Dawa Bazar, R.N.T. Marg, Indore (M.P.) for all three Items on basis of Scrutinizer's Report.

The Special Resolutions duly approved by the members are as under: -

**ITEM NO. 1: AUTHORITY TO EXTEND THE OBJECTS OF M/S INDO THAI REALTIES LIMITED A WHOLLY OWNED SUBSIDIARY COMPANY OF INDO THAI SECURITIES LIMITED:**

**RESOLVED THAT** pursuant to the provisions of Section 27 of the Companies Act 2013 (Corresponding Section 61 of the Companies Act, 1956) including any statutory modification and re-enactment thereof and all other applicable provisions of the Companies Act, 2013 and rules made thereunder and any other Laws, if any, and applicable provisions of SEBI Regulations and other statutory guidelines and regulations, if any, the approval of members of the Company be and is hereby accorded for relaxation from the restriction cited in present objects of Indo Thai Realities Limited

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(“To commence or engage into acquiring land or building or other immovable properties whether on ownership basis or on lease basis or acquiring land or building properties or office space for the purpose of business and/or for the use or purpose of company’s holding company.”) which was framed pursuant to resolution passed by its holding company (i.e. Indo Thai Securities Limited) through postal ballot notice dated 09 November 2012.

**RESOLVED FURTHER THAT** member’s approval also given for making changes in purpose of the Initial Public Offering cited under Sr. No. 8 to the Postal Ballot Notice dated 09.11.2012 as follow:

<i>Purpose cited in Postal Ballot Notice dated 09.11.2012 in Sr. No. 8</i>	<b>Redefined Purpose</b>
Investment in Wholly Owned Subsidiary Company(ies) engaged in acquiring land, premises, or in any way building space for the Company on ownership / lease basis and its funds management	Investment in Wholly Owned Subsidiary Company(ies) for achievement of the main object of the company for which it is formed.

**RESOLVED FURTHER THAT** for the purpose of giving effects to this resolution, the Board of Indo Thai Securities Limited be and is hereby authorized to do all such acts , deeds , matters and things, deal with such matters, take necessary steps in the mater as board may in its absolute discretion deemed fit and necessary, desirable or expedient and to settle any question that may arise in this regard and incidentals hereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

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**Results on resolution cited under Item No. 1:**

<b>Resolution No. 1</b>		<b>Authority to extend the Objects of M/s Indo Thai Realities Limited a Wholly Owned Subsidiary Company of Indo Thai Securities Limited</b>			
<b>Particulars</b>	<b>Total no. of Folios</b>	<b>Total No. of Shares Held</b>	<b>Total No. of Votes Cast</b>	<b>Percent age to Total Vote Cast</b>	<b>Percent age to Total Paid up Capital</b>
Total Votes Cast through E-voting [A]	107	8221813	8221813	100.000	82.218
Total Votes Cast through Postal Ballot forms Received [B]	20	237545	237545	100.000	2.375
Grand total of E-voting /Postal Ballot Form [C=(A+B)]	127	8459358	8459358	100.000	84.594
Less: Invalid E-voting/Postal Ballot Forms [D]*	9	8233	8233	100.000	0.082
Net E-voting/Postal Ballot Forms [E=(C-D)]	118	8451125	8451125	100.000	84.511
Total Votes <b>In Favour</b> of the Resolution [F]	116	8439225	8439225	99.859	84.392
Total Votes <b>In Against</b> of the Resolution [H]	2	11900	11900	0.141	0.119

**ITEM NO. 2 : TRANSACTIONS WITH RELATED PARTIES UNDER SECTION  
188 OF THE COMPANIES ACT, 2013**

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**RESOLVED THAT** pursuant to the provisions of Section 188 (1)(c) and Section 189 of the Companies Act, 2013 and The Companies (Meeting of Board and its Powers) Rules 2014 and all other applicable provisions of the Companies Act, 2013 and any other Laws, if any, and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members of the Company be accorded to the Board of Directors of the Company to enter into the contract and/or agreement with two Partnership Firms M/s Sun Decor World and M/s Balmukund Ramkishan Bang, which falls under Related Parties as defined under Section 2(76) of the Companies Act 2013, in connection to take property on lease basis on the terms and conditions as set out in Item No. 2 to the statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to determine the terms & conditions related with proposed transaction and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

**Results on resolution cited under Item No. 2:**

Resolution No. 2	Transaction with related parties under Section 188 of the Companies Act, 2013				
Particulars	Total no. of Folios	Total No. of Shares Held	Total No. of Votes Cast	Percentage to Total Vote Cast	Percentage to Total Paid up Capital
Total Votes Cast	107	8221813	8221813	100.000	82.218

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through E-voting [A]					
Total Votes Cast through Postal Ballot forms Received [B]	20	237545	237545	100.000	2.375
Grand total of E- voting /Postal Ballot Form [C=(A+B)]	127	8459358	8459358	100.000	84.594
<b>Less:</b> Invalid E- voting/Postal Ballot Forms [D]*	21	6443883	6443883	100.000	64.439
Net E- voting/Postal Ballot Forms [E=(C-D)]	106	2015475	2015475	100.000	20.155
Total Votes In <b>Favour</b> of the Resolution [F]	103	2014275	2014275	99.940	20.143
Total Votes In <b>Against</b> of the Resolution [H]	3	1200	1200	0.060	0.012

**ITEM NO. 3 : AUTHORIZATION FOR LOANS / GUARANTEE / SECURITY /  
ACQUIRING SECURITIES / INVESTMENTS BY THE COMPANY  
UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the

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Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities [*Securities' means securities defined under Section 2(h) of Securities Contracts (Regulation) Act 1956, Currency Derivatives contracts*] of any other body corporate exceeding 60% of company's paid up capital and its free reserves and securities premium account or one 100% of its free reserves and securities premium account, whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed sum of Networth of the Company and borrowed money.

**RESOLVED FURTHER THAT** the aforesaid loans / investments will be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate, provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1/3/5/10 year(s) of Government Security closest to the tenor of loan.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be

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necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

**Results on resolution cited under Item No. 3:**

<b>Resolution No. 3</b>		<b>Authority for loans/ guarantee/ security/ acquiring securities/ investment by the Company under Section 186 of the Companies Act, 2013</b>			
<b>Particulars</b>	<b>Total no. of Folios</b>	<b>Total No. of Shares Held</b>	<b>Total No. of Votes Cast</b>	<b>Percentage to Total Vote Cast</b>	<b>Percentage to Total Paid up Capital</b>
Total Votes Cast through E-voting [A]	107	8221813	8221813	100.000	82.218
Total Votes Cast through Postal Ballot forms Received [B]	20	237545	237545	100.000	2.375
Grand total of E-voting /Postal Ballot Form [C=(A+B)]	127	8459358	8459358	100.000	84.594
Less: Invalid E-voting/Postal Ballot Forms [D]*	9	8233	8233	100.000	0.082
Net E-voting/Postal Ballot Forms [E=(C-D)]	118	8451125	8451125	100.000	84.511
Total Votes <b>In Favour</b> of the Resolution [F]	117	8450125	8450125	99.988	84.501
Total Votes <b>In Against</b> of the Resolution [H]	1	1000	1000	0.012	0.010

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*\*Due to reason of vote not cast, discrepancies in signature and delay in submission of forms and vote cast by related party, treated as Invalid Postal Ballot, and these are not taken into account for the voting.*

The Break-up of Voting Results as per Listing Agreement:

Resolution no. 1	Authority to extend the Objects of M/s Indo Thai Realities Limited a Wholly Owned Subsidiary Company of Indo Thai Securities Limited						
Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on out-standing shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter and Promoter Group	6493550	6493550	100.00	6493550	0	100.00	0.00
Public Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	3506450	1957575	55.83	1945675	11900	99.39	0.61
<b>Total</b>	<b>10000000</b>	<b>8451125</b>	<b>84.51</b>	<b>8439225</b>	<b>11900</b>	<b>99.86</b>	<b>0.14</b>

Resolution no. 2	Transaction with related parties under Section 188 of the Companies Act, 2013						
Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on out-standing shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100

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			*100			100	*100
Promoter and Promoter Group	6493550	57900#	0.89	57900	0	100.00	0.00
Public Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	3506450	1957575	55.83	1956375	1200	99.94	0.06
<b>Total</b>	<b>10000000</b>	<b>2015475</b>	<b>20.15</b>	<b>2014275</b>	<b>1200</b>	<b>99.94</b>	<b>0.06</b>

Resolution no. 3	Authority for loans/ guarantee/ security/ acquiring securities/ investment by the Company under Section 186 of the Companies Act, 2013						
Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on out-standing shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) =[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7) =[(5)/(2)]*100
Promoter and Promoter Group	6493550	6493550	100.00	6493550	0	100.00	0.00
Public Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	3506450	1957575	55.83	1956575	1000	99.95	0.05
<b>Total</b>	<b>10000000</b>	<b>8451125</b>	<b>84.51</b>	<b>8450125</b>	<b>1000</b>	<b>99.99</b>	<b>0.01</b>

Note : \* Only valid votes considered for

# Votes cast by Interested parties has been excluded.

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On basis of Scrutinizer's Report and above results, Chairman announced that the votes cast "FOR" on the Special Resolutions cited under Item No. 1, 2 & 3 of the Postal Ballot Notice dated 09.08.2014 out of the total votes casts are 99.859%, 99.940%, 99.988% respectively. Hence, more than 99% of the Shareholders have assented for all Special Resolutions, and such resolutions has been passed with the requisite majority.

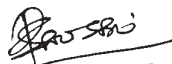
The Chairman then directed the Company Secretary Mr. Anurag Kumar Saxena for taking necessary steps to host the Results of Voting conducted on Resolutions through Postal Ballot and Scrutinizer's Report on Company's website i.e. [www.indothai.co.in](http://www.indothai.co.in), and to submit the same to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and also to arrange publication of the results in newspapers.

**Vote of Thanks:**

Proceeding thereafter concluded with the vote of thanks to chair.

Date : September 29, 2014

Place : Indore

  
Parasmal Doshi  
(CHAIRMAN)

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