

Date: August 07, 2017

To,  
The Listing Department  
**BSE Limited**  
Department of Corporate Affairs  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

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

Dear Sir/Madam,

**Sub : Annual General Meeting of the Members of the Company****Ref : ISIN - INE337M01013; Scrip Id-533676; Scrip Code-INDOTHAI**

This is to inform you that the 23<sup>rd</sup> Annual General Meeting of the members of the Company will be held on Saturday, September 09, 2017 at 12:30 P.M. at Hotel Amar Vilas, 1 Chandra Nagar, A.B. Road, Indore (M.P.).

The Notice containing the business to be transacted at the meeting is attached.

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("**remote e-voting**").

The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 03, 2017 to Wednesday, September 06, 2017 (both days inclusive) and the dividend as may be declared shall be payable to members of the Company whose names appear:

- a) As Beneficial Owners as at the end of business hours on Saturday, September 02, 2017 as per the download to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd., in respect of the shares held in electronic form and
- b) As members on the Register of Members of the Company as at Saturday, September 02, 2017 in respect of the shares held in physical form.



The Dividend on equity shares, if declared at the meeting, will be credited/ dispatched after Saturday, September 09, 2017.

This is for your information and also for information of public at large.

Thanking you,

Yours truly,

**For Indo Thai Securities Limited**



**Udayan Abhilash Shukla**

*(Company Secretary cum Compliance Officer)*

ACS No: 49276

Notice is hereby given that the 23rd ANNUAL GENERAL MEETING (AGM) of the Members of INDO THAI SECURITIES LIMITED will be held on Saturday, September 09, 2017 at 12:30 p.m. at Hotel Amar villas, 1 Chandra Nagar, A.B. Road, Indore, Madhya Pradesh, to transact the following business:

### ORDINARY BUSINESS:

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

To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors ("The Board") and Auditors thereon.

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

To declare final dividend @10% on the face value of Rs.10/- Per Equity Share (i.e. Re. 1/- Per Equity Share) for the Financial Year ended March 31, 2017.

#### Item No. 3 - Appointment of Mr. Parasmas Doshi as a Director :

To appoint a Director in place of Mr. Parasmas Doshi (holding DIN:00051460) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

#### Item No. 4 - Ratification of Appointment of Statutory Auditors :

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:*

**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time the company hereby ratifies the appointment of M/s SPARK & Associates, Chartered Accountants (Firm Registration No.: 005313C) as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM to be held in year 2018 to examine and audit the accounts of the Company for the Financial Year 2017-18, the appointment being made at the 22nd Annual General Meeting of the company held on 24th September, 2016, for a period till the conclusion of 27th Annual General Meeting at such remuneration to be fixed by the Board of Directors, based on the recommendation of the Audit Committee, plus service tax and such other

tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with examination and audit of the accounts of the Company.

### SPECIAL BUSINESS:

#### Item No. 5 - Re-Appointment of Mr. Dhanpal Doshi as Managing Director Cum Chief Executive Officer of the Company :

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:*

**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Dhanpal Doshi (DIN: 00700492) as a Managing Director cum Chief Executive Officer (designated as "Executive Director") of the Company, to hold office for a term of 3 (three) consecutive years with effect from **20th September 2017**, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

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

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

**RESOLVED FURTHER THAT** the Board of Directors be and

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

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

**Item No. 6 - Re-Appointment of Mr. Parasmal Doshi as Whole Time Director Cum Chief Financial Officer of the Company, being liable to retire by rotation:**

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:*

**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Parasmal Doshi (DIN: 00051460) as a Whole Time Director Cum Chief Financial Officer (designated as "Executive Director") of the Company, liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from **20th September 2017**, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

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

**RESOLVED FURTHER THAT** the remuneration payable to

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

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

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

**Item No. 7 - Re-appointment of Mr. Rajendra Bandi as Whole Time Director of the Company, being liable to retire by rotation:**

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:*

**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Rajendra Bandi (DIN: 00051441) as a Whole Time Director (designated as

“Executive Director”) of the Company, being liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from **20th September 2017**, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

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

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

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

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

For and on behalf of board of directors  
**Indo Thai Securities Ltd**

**Udayan Abhilash Shukla**  
(Company Secretary cum Compliance Officer)

Date : August 03, 2017  
Place : Indore

**Registered Office:**

“Capital Tower”, 2nd Floor, Plot Nos. 169A-171,  
PU-4, Scheme No.-54, Indore - 452010, Madhya Pradesh  
CIN: L67120MP1995PLC008959  
Tel.:0731-4255800  
Website: www.indothai.co.in; Email: compliance@indothai.co.in

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy, should, however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.**
2. **A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxies for any other person or member. Further, every Member/ Proxies should bring the duly filed attendance slip enclosed herewith to attend the Meeting. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked. The holder of proxy shall prove his identity at the time of attending the meeting.**
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members/Proxies are requested to bring their copies of Annual Report to the Meeting. Members who hold shares in dematerialized form are requested to bring their depository account number for easier identification and recording of the attendance at the Meeting.
5. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that, not less than three days of notice in writing is given to the Company.
7. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this

Notice under Note No. 25.

8. Securities And Exchange Board of India & Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. The Companies Act, 2013 and the Listing Regulations permits Companies to send soft copies of the Annual Report to all those shareholders who have registered their e-mail addresses with the Company's Registrar and Share Transfer Agent/Depository Participant(s). To support this green initiative, the Annual Report for 2016-17, Notice for 23rd Annual General Meeting, Attendance Slip and Proxy Form etc., are being sent in electronic mode to shareholders whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purpose unless any member has requested for physical copy of the same. The company requests you to update your email address with your Depository Participant. This will help us in prompt sending of Notices, Annual Reports and other Shareholder Communications in electronic form. For Members who have not registered their email address, physical copy of the Annual Report for the Financial year 2016-17 alongwith 23rd AGM Notice etc. are being sent in the permitted mode. Please note that the Annual Report 2016-17 and the Notice of 23rd Annual General Meeting are also posted on the Company's Website [www.IndoThai.co.in](http://www.IndoThai.co.in) for download.
9. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 5 to 7 of Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the Director seeking appointment/ re-appointment as Director are also annexed.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 03, 2017 to Wednesday, September 06, 2017 (both days inclusive) and the dividend as may be declared shall be payable to members of the Company whose names appear:
  - a) As Beneficial Owners as at the end of business hours on Saturday, September 02, 2017 as per the download to be furnished by National

Securities Depository Ltd. and Central Depository Services (India) Ltd., in respect of the shares held in electronic form and

- b) As members on the Register of Members of the Company as at Saturday, September 02, 2017 in respect of the shares held in physical form.

The Dividend on equity shares, if declared at the meeting, will be credited/dispatched after Saturday, September 09, 2017.

11. Securities and Exchange Board of India (the 'SEBI') and Reserve Bank of India (the 'RBI') have advised all listed companies to mandatorily use the National Electronic Clearing Services (NECS) facility wherever possible for dividend payment to the shareholders. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. For the shares held in Physical form, the Bank Particulars may be sent to Bigshare Services Private Limited, the Registrar and Share Transfer Agent. For electronic shares, the relevant information may be provided to the concerned DP with whom the demat account is operational. In the absence of electronic credit facility, the bank account details, if available, will be printed on the Dividend Warrants/Demand Drafts. Members holding shares in dematerialized form must give instructions, regarding bank accounts in which they wish to receive dividend, to their respective Depository Participant.

12. In terms of Provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the 'Unpaid Dividend Account' of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. However there was no such amount required to be transferred into Investor Education and Protection Fund (IEPF), during the year 2016-17. Please be informed that the due months for transferring the unclaimed final dividend for the Financial Year ended March 31,

2015 and March 31, 2016 to Investor Education and Protection Fund is September, 2022 and September 2023 respectively. The shareholders who have not yet encashed their final dividend for the Financial Years 2014-15 and 2015-16 are requested to make their claim to company's Registrar and Share Transfer Agent. The Company will upload the details of unpaid and unclaimed dividend amounts lying with the Company for the Financial Year 2014-15 and 2015-16 as on September 09, 2017 (date of ensuing Annual General Meeting) on the website of the Company (<http://indo thai.co.in>).

13. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report at the Meeting and Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall where the AGM is proposed to be held. Members who hold shares in electronic form are requested to bring their Client Id and DP Id numbers for identification.
14. Members are requested to quote Registered Folio/ Client Id and DP Id in all their correspondence.
15. Send queries related to accounts, to the Company at least 10 days before the date of Annual General Meeting so that the answers may be made readily available at the meeting.
16. Members are requested to register their e-mail address with Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited, to enable the Company to send the notices & documents including Annual Reports by e-mail.
17. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (the 'PAN') by every participant in Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
18. A route map showing directions to reach the venue of the 23rd AGM is given at the end of the notice as per the requirements of "Secretarial Standard - 2" on General Meetings.
19. Members holding shares in electronic form are requested to intimate immediately any change in their address, bank mandates, e-mail address, contact details to their Depository Participants with whom they are maintaining their Demat

Accounts. Members holding shares in physical form are requested to advise any change in their address, bank mandates, e-mail address, contact details immediately to the Company/RTA.

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

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

21. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules 2014, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filed to Bigshare Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

22. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA of the Company, for consolidation into a single folio.

23. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

**25. Instructions for E-Voting:**

- (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be

transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited ("**remote e-voting**").

- (ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e Saturday, September 02, 2017, shall be entitled to avail the facility of remote e-voting or Voting through Ballot Form or Poll at the AGM. Any recipient of the Notice, who is not a member as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person, who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date shall be entitled to exercise his/ her vote either electronically i.e. remote e-voting or Voting through Ballot Form or Poll at the AGM by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on Tuesday, September 05, 2017 at 9.00 a.m. and will end on Friday, September 08, 2017 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Saturday September 02, 2017, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) Members who do not have access to remote e-voting facility may send duly completed Ballot Form annexed hereto so as to reach the Scrutinizer appointed by the Board of Directors of the Company. Any Person who becomes a member after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Saturday, September 02, 2017 have the option to request for copy of the Ballot Form by sending an email to [compliance@indothai.co.in](mailto:compliance@indothai.co.in) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com) by mentioning their Folio No./ DP Id and Client Id No. Ballot form received after September 08, 2017 (5.00 pm) will be treated as invalid. The facility for



voting through Polling Paper shall also be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting or Ballot Form prior to the meeting may also attend the Meeting, but shall not be entitled to cast their vote again. A member can opt only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot Form shall be treated as invalid.

- (vii) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 02, 2017.
- (viii) The Company has appointed M/s Kaushal Ameta & Co., Practicing Company Secretaries, Indore, (holding Fellow Membership No. 8144 and Certificate of Practice No. 9103) to act as the Scrutinizer for conducting the remote e-voting process, Voting through Ballot Form & voting through Poll Paper at the AGM, in a fair and transparent manner.
- (ix) The procedure and instructions for remote e-voting are as follows :

**Step 1:** Open your web browser during the voting period and log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)

**Step 2 :** Now click on “Shareholders” to cast your votes.

**Step 3:** Now, fill up the following details in the appropriate boxes:

<b>User-ID</b>	<ul style="list-style-type: none"> <li>a) For CDSL: 16 digits beneficiary ID</li> <li>b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID</li> <li>c) Members holding shares in physical form should enter the Folio Number registered with the Company.</li> </ul>
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**Step 4:** Next, enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**Step 5:** If you are a first time user follow the steps given below:

For members holding shares in demat form and physical form

<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>▶ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <li>▶ In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
<b>DOB#</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details #</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

# Please enter the DOB or Dividend Bank Details in Order to login.

**Step 6:** After entering these details appropriately, click on “SUBMIT” tab.

**Step 7:** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Step 8:** For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**Step 9:** Click on EVSN for <INDO THAI SECURITIES LIMITED> to vote

**Step 10:** On the voting page, you will see Resolution Description and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

**Step 11:** Click on the resolution file link if you wish to view the entire Resolution details.

**Step 12:** After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**Step 13:** You can also take print-out of the voting done by you by clicking on "Click here to print" option on the Voting page.

If Demat account holder has forgotten the changed password then Enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the System.

**Step 14:** Note for Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.)

- 1) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- 3) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- 4) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, they would be able to cast their vote.
- 5) A scan copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the

Scrutinizer to verify the same.

- (x) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
26. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-Voting.
- 27 The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) & through remote e-voting along with votes cast through Ballot Form will in the presence of at least two (2) witnesses not in the employment of the Company and, not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results on the resolutions will be declared not later than three days of conclusion of the AGM.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indothai.co.in](http://www.indothai.co.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result are declared by the Chairman or any other person authorized by the Chairman and shall also be communicated to Stock Exchanges where the shares of the Company are listed.
29. The results on resolutions shall be declared by the Chairman or any other person authorized by the Chairman will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite no. of votes in favour of the resolution.

Date: August 03, 2017

Place: Indore

**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](http://www.indothai.co.in); Email: [compliance@indothai.co.in](mailto:compliance@indothai.co.in)

**By order of the Board of Directors**  
Indo Thai Securities Limited

**Udayan Abhilash Shukla**  
(Company Secretary cum  
Compliance Officer)

## E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	Password/PIN
EVSN of Indo Thai Securities Limited	<ul style="list-style-type: none"> <li>- For Members holding shares in DP of CDSL: 16 digits Beneficiary ID</li> <li>- For Members holding shares in DP of NSDL: 8 Character DP ID followed by 8 Digits Client ID</li> <li>- For Members holding shares in Physical Form: Folio Number registered with the Company</li> </ul>	PAN and DOB (date of birth) or Bank Details as recorded in demat account or in the company records

Note: For further details please refer '**Instructions for E-Voting**' given under Note No. 25 to Notice to ensuing AGM

## ANNEXURE TO NOTICE OF AGM

BOARD'S REPORT  
AND ANNEXURES

### I Explanatory Statement

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following explanatory statement set out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice:

#### Item No. 5

Mr. Dhanpal Doshi (DIN : 00700492) was re-appointed as Managing Director cum CEO for a term of 3 years w.e.f. 20.09.2014 and his tenure will expire on September 19, 2017. Board feel that the services of Mr. Dhanpal Doshi should be available for a further period of 3 (three) years with effect from 20th September, 2017.

The Company has received consent in writing from Mr. Dhanpal Doshi to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 23rd Annual General Meeting, reappointed Mr. Dhanpal Doshi as Managing Director cum Chief Executive Officer of the Company at their meeting held on August 03, 2017.

The main terms and conditions of re-appointment of Mr. Dhanpal Doshi, Managing Director cum CEO are given below:

#### A. Tenure of Appointment:

The appointment of the Managing Director cum CEO is for a period of three years with effect from 20th September 2017.

#### B. Nature of Duties:

The Managing Director cum CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and/or subsidiaries.

#### C. Remuneration:

The aggregate of the remuneration as specified below or paid additionally in accordance of the rules of the Company in any Financial Year, shall not exceed the limit prescribed from time to time

under Section 197 and other applicable provisions of the Companies Act, 2013 read with schedule V to the said act as may from time to time be in force.

#### i. Basic Salary

Rs. 62920/- (Rupees Sixty Two Thousand and Nine Hundred Twenty only) Per Month with Annual Increment of 10% subject to management discretion.

#### ii. Benefits, Perquisites and Allowances

All legal & applicable perquisites including Provident Fund at specified rates from time to time in force. Gratuity as per the rules of the Company, but not exceeding half month salary for each completed year of service.

#### Other Benefits:

- Provision for use of car for Company's business and not considered as perquisites
- Free mobile telephone facility and not considered as perquisites
- Expenses for traveling, boarding, lodging during business trips and any medical assistance provided shall be reimbursed at actual cost and not considered as perquisites
- Club fee payable shall be reimbursed at actual cost and not considered as perquisites
- Premium expenses related to Insurance shall be reimbursed at actual cost and not considered as perquisites

#### D. Remuneration in case of loss or inadequate profit:

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Managing Director cum CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

#### E. Other terms of Appointment:

- The terms and conditions of the appointment of the Managing Director cum CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit.
- The office of the Managing Director cum CEO may be terminated by either party by giving the 3 (three) months prior notice in writing of such termination as may be mutually agreed between the parties i.e. Company and Mr. Dhanpal Doshi.
- The appointee Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's

MANAGEMENT'S DISCUSSION  
AND ANALYSIS REPORT

CORPORATE GOVERNANCE

STANDALONE  
FINANCIAL STATEMENTS

CONSOLIDATED  
FINANCIAL STATEMENTS

NOTICE

Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.

- iv. The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

The above may be treated as memorandum setting out the terms of appointment of Mr. Dhanpal Doshi under

Section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 5 for approval by the Members.

Managing Director, Mr. Dhanpal Doshi is concerned or interested in the resolution and Whole-time Director cum CFO, Mr. Parasmal Doshi may be deemed to be concerned or interested in the resolution pertaining to the appointment of Mr. Dhanpal Doshi, as they are related to each other. The relatives of Mr. Dhanpal Doshi may be deemed to be interested in the resolution set out in Item No. 5 of the notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution.

<b>I General Information</b>			
1. Nature of Industry	Shares & Stock Broking		
2. Date or expected date of commencement of production	Company engaged in Shares & Stock Broking activities since 1995 after obtaining Certificate of Commencement of Business dated 08th Day of February 1995		
3. In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable		
4. Financial Performance	Particulars	31.03.2017 Rs. In Lacs	31.03.2016 Rs. In Lacs
	Revenue	4522.44	4933.27
	PBT	290.70	652.21
	PAT	300.38	654.06
5. Foreign Investments or collaborators, if any	Not Applicable		
<b>II Information about the appointee</b>			
1. Background details	Mr. Dhanpal Doshi, aged 52 years, is a Founder Member, Promoter and Managing Director of the Company, involved in overall operations of the company. He is having over 26 years of experience in the field of Taxation, Finance and Corporate Laws, Capital & Derivative Markets, Corporate Restructuring, Acquisitions, Mergers, International Finance, NRI/FDI Investments, Double Taxation Treaties, Currency Market, Commodity Market and Real Estate Business. He has a degree of B. Com, M.B.A. and Fellow Member of 'The Institute of Chartered Accountants of India'.		
2. Past Remuneration	Rs. 57200/- (Rupees Fifty Seven Thousand Two Hundred only) p.m. with Annual Increment of 10% plus all applicable perquisites.		
3. Recognition or Awards	NIL		
4. Job Profile and His Suitability	As mentioned above in the point no. B under the terms and conditions of his reappointment.		

		He has excellent grip and comprehensive knowledge and experience in the field of Finance and Management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that the proposed reappointment of Mr. Dhanpal Doshi as Managing Director cum Chief Executive Officer is in the best interest of the Company and for smooth and efficient running of the business.
5.	Remuneration Proposed	As mentioned under point nos. C and D under the terms and conditions of his reappointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person.	In correspondence to the size and operations of the Company and the Industry bench marks, the profile of the appointee, along with the responsibilities shouldered on him, the remuneration proposed to be paid is reasonable to that of the alike companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	To the extent of transaction covered under Note no.40 of the Financial Statements for the year ended 31.03.2017
<b>III Other Information</b>		
1.	Reasons of inadequate profits:	The profits have decline due to difficult market conditions during the Financial Year 2016-17. Also the company has faced tough competition with the emergence of Discount Brokerage Firms.
2.	Steps taken or proposed to be taken for improvement	Company is focusing on providing better customer services, providing comfort trading facilities for its clients through its new software named WINSTOCK and acquiring new clients. The company is now also focusing on Mutual Fund Distribution business which is evident from the increase in Mutual Fund Commission from Rs. 5.15 Lakhs in the year ended 31.03.2016 to Rs. 28.65 Lakhs in the year ended 31.03.2017.
3.	Expected increase in productivity and profits in measurable terms	With a stable Government, the capital markets have potential for increased activity levels. Keeping in view the increased interest of investors in Mutual Fund investment especially in Systematic Investment Plan, it is expected that the company's revenue from Mutual Fund Distribution business may increase significantly, in addition to broking activities.

**Item No. 6**

Mr. Parasmasal Doshi (DIN : 00051460) was re-appointed as Whole Time Director cum CFO for a term of 3 years w.e.f. 20.09.2014 and his tenure will expire on September 19, 2017. Board feel that the services of Mr. Parasmasal Doshi should be available for a further period of 3 (three) years with effect from 20th September, 2017.

The Company has received consent in writing from Mr. Parasmasal Doshi to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules

2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 23rd Annual General Meeting, reappointed Mr. Parasmasal Doshi as Whole Time Director cum Chief Financial Officer of the Company at their meeting held on August 03, 2017.

The main terms and conditions of re-appointment of Mr. Parasmasal Doshi (Whole Time Director cum CFO)

are given below:

**A. Tenure of Appointment:**

The appointment of the Whole Time Director cum CFO is for a period of three years with effect from 20th September 2017.

**B. Nature of Duties:**

The Whole Time Director cum CFO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and/or subsidiaries.

**C. Remuneration:**

The aggregate of the remuneration as specified below or paid additionally in accordance of the rules of the Company in any Financial Year, shall not exceed the limit prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with schedule V to the said act as may from time to time be in force.

**i. Basic Salary**

Rs. 121000/- (Rupees One Lakh Twenty One Thousand only) Per Month with Annual Increment of 10% subject to management discretion.

**ii. Benefits, Perquisites and Allowances**

All legal & applicable perquisites including Provident Fund at specified rates from time to time in force. Gratuity as per the rules of the Company, but not exceeding half month salary for each completed year of service.

**Other Benefits:**

- a. Provision for use of car for Company's business and not considered as perquisites
- b. Free mobile telephone facility and not considered as perquisites
- c. Expenses for traveling, boarding, lodging during business trips and any medical assistance provided shall be reimbursed at actual cost and not considered as perquisites
- d. Club fee payable shall be reimbursed at actual cost and not considered as perquisites
- e. Premium expenses related to Insurance shall be reimbursed at actual cost and not considered as perquisites.

**D. Remuneration in case of loss or inadequate profit:**

Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Whole Time Director cum CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**E. Other terms of Appointment:**

- i. The terms and conditions of the appointment of the Whole Time Director cum CFO may be altered and varied from time to time by the Board as it may, in its discretion deem fit.
- ii. The office of the Whole Time Director cum CFO may be terminated by either party by giving the 3 (three) months prior notice in writing of such termination as may be mutually agreed between the parties i.e. Company and Mr. Parasmas Doshi.
- iii. The appointee Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
- iv. The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

The above may be treated as memorandum setting out the terms of appointment of Mr. Parasmas Doshi under Section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 6 for approval by the Members.

Whole Time Director cum Chief Financial Officer Mr. Parasmas Doshi is concerned or interested in the resolution and Mr. Dhanpal Doshi, Managing Director may be deemed to be concerned or interested in the

resolution pertaining to the appointment of Mr. Parasmal Doshi, as they are related to each other. The relatives of Mr. Parasmal Doshi may be deemed to be interested in the resolution set out in Item No. 6 of the notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution.

<b>I General Information</b>			
1. Nature of Industry	Shares & Stock Broking		
2. Date or expected date of commencement of production	Company engaged in Shares & Stock Broking activities since 1995 after obtaining Certificate of Commencement of Business dated 08th Day of February 1995		
3. In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable		
4. Financial Performance	Particulars	31.03.2017 Rs. In Lacs	31.03.2016 Rs. In Lacs
	Revenue	4522.44	4933.27
	PBT	290.70	652.21
	PAT	300.38	654.06
5. Foreign Investments or collaborators, if any	Not Applicable		
<b>II Information about the appointee</b>			
1. Background details	Mr. Parasmal Doshi (holding DIN:00051460), aged 60 years, is a Founder Member, Promoter, Chairman cum Whole-time Director and Chief Financial Officer of the Company and having over 31 years of experience in the field of Capital & Derivative Market Analysis, Industrial Analysis, Sectorial Economics, Real Estate and Commodity Market, Finance and Management. Mr. Parasmal Doshi holds Degree of Bachelor in Commerce and Master of Business Administration. He is fellow Member of Institute of Chartered Accountants of India.		
2. Past Remuneration	Rs. 1,10,000/- (Rupees One Lakhs Ten Thousand only) p.m. with Annual Increment of 10% plus all applicable perquisites.		
3. Recognition or Awards	NIL		
4. Job Profile and His Suitability	As mentioned above in the point no. B under the terms and conditions of his reappointment.		
	He is having over 31 years of experience in the field of Taxation, Finance and Corporate Laws, Capital & Derivatives Markets, Corporate Restructuring, Acquisitions, Mergers, International Finance, NRI/FDI Investments, Double Taxation Treaties, Currency Market, Commodity Market and Real Estate Business. He has excellent grip and comprehensive knowledge and experience in the field of Finance and Management. His		



		knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that the proposed re-appointment of Mr. Parasmal Doshi as Whole Time Director cum CFO is in the best interest of the Company and for smooth and efficient running of the business.
5.	Remuneration Proposed	As mentioned under point nos. C and D under the terms and conditions of his reappointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person.	In correspondence to the size and operations of the Company and the Industry bench marks, the profile of the appointee, along with the responsibilities shouldered on him, the remuneration proposed to be paid is reasonable to that of the alike companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	To the extent of transaction covered under Note no.40 of the Financial Statements for the year ended 31.03.2017
<b>III Other Information</b>		
1.	Reasons of inadequate profits:	The profits have decline due to difficult market conditions during the Financial Year 2016-17. Also the company has faced tough competition with the emergence of Discount Brokerage Firms.
2.	Steps taken or proposed to be taken for improvement	Company is focusing on providing better customer services, providing comfort trading facilities for its client through its new software named WINSTOCK and acquiring new clients. The company is now also focusing on Mutual Fund Distribution business which is evident from the increase in Mutual Fund Commission from Rs. 5.15 Lakhs in the year ended 31.03.2016 to Rs. 28.65 Lakhs in the year ended 31.03.2017.
3.	Expected increase in productivity and profits in measurable terms	With a stable Government, the capital markets have potential for increased activity levels. Keeping in view the increased interest of investors in Mutual Fund investment especially in Systematic Investment Plan, it is expected that the company's revenue from Mutual Fund Distribution business may increase significantly, in addition to broking activities.

#### Item No. 7

Mr. Rajendra Bandi (DIN : 00051441) was re-appointed as Whole Time Director for a term of 3 years w.e.f. 20.09.2014 and his tenure will expire on September 19, 2017. Board feel that the services of Mr. Rajendra Bandi should be available for a further period of 3 (three) years with effect from 20th September, 2017.

The Company has received consent in writing from Mr. Rajendra Bandi to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, and intimation in Form DIR-8 in terms of Companies

(Appointment & Qualification of Directors) Rules 2014, to the effect he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 23rd Annual General Meeting, reappointed Mr. Rajendra Bandi as Whole Time Director of the Company at their meeting held on August 03, 2017.

The main terms and conditions of re-appointment of

Mr. Rajendra Bandi are given below:

**A. Tenure of Appointment:**

The appointment of the Whole Time Director is for a period of three years with effect from 20th September 2017.

**B. Nature of Duties:**

The Whole Time Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and/or subsidiaries.

**C. Remuneration:**

The aggregate of the remuneration as specified below or paid additionally in accordance of the rules of the Company in any Financial Year, shall not exceed the limit prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with schedule V to the said act as may from time to time be in force.

**i. Basic Salary**

Rs. 24,200/- (Rupees Twenty Four Thousand Two Hundred only) Per Month with Annual Increment of 10% subject to management discretion.

**ii. Benefits, Perquisites and Allowances**

All legal & applicable perquisites including Provident Fund at specified rates from time to time in force. Gratuity as per the rules of the Company, but not exceeding half month salary for each completed year of service

**Other Benefits:**

- Provision for use of car for Company's business and not considered as perquisites
- Free mobile telephone facility and not considered as perquisites
- Expenses for traveling, boarding, lodging during business trips and any medical assistance provided shall be reimbursed at actual cost and not considered as perquisites
- Club fee payable shall be reimbursed at actual cost and not considered as perquisites
- Premium expenses related to Insurance shall be reimbursed at actual cost and not considered as perquisites.

**D. Remuneration in case of loss or inadequate profit:**

Notwithstanding anything to the contrary herein

contained, where in any Financial Year during the tenure of the Whole Time Director the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**E. Other terms of Appointment:**

- The terms and conditions of the appointment of the Whole Time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit
- The office of the Whole Time Director may be terminated by either party by giving the 3 (three) months prior notice in writing of such termination as may be mutually agreed between the parties i.e. Company and Mr. Rajendra Bandi.
- The appointee Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
- The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

The above may be treated as memorandum setting out the terms of appointment of Mr. Rajendra Bandi under Section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 7 for approval by the Members.

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

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution.

<b>I General Information</b>			
1. Nature of Industry	Shares & Stock Broking		
2. Date or expected date of commencement of production	Company engaged in Shares & Stock Broking activities since 1995 after obtaining Certificate of Commencement of Business dated 08th Day of February 1995		
3. In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable		
4. Financial Performance	Particulars	31.03.2017 Rs. In Lacs	31.03.2016 Rs. In Lacs
	Revenue	4522.44	4933.27
	PBT	290.70	652.21
	PAT	300.38	654.06
5. Foreign Investments or collaborators, if any	Not Applicable		
<b>II Information about the appointee</b>			
1. Background details	Mr. Rajendra Bandi, aged 56 years, joined the Company in the year 1995, Whole-time Director of the Company and having over 21 years of experience in the field of Capital & Derivative Markets and also having profound knowledge of construction and real estate business. Mr. Rajendra Bandi has degree of Bachelor of Science.		
2. Past Remuneration	Rs. 22000/- (Rupees Twenty Two Thousand only) p.m. with Annual Increment of 10% plus all applicable perquisites.		
3. Recognition or Awards	NIL		
4. Job Profile and His Suitability	As mentioned above in the point no. B under the terms and conditions of his reappointment.		
	Mr. Rajendra Bandi has over 21 years of significant experience in the Capital & Derivatives Market and Real Estate Industry. He oversees all activities of the Company starting from sourcing of land to project execution and delivery. He holds a degree of Bachelor of Science and holds NCFM certifications. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that the proposed re-appointment of Mr. Rajendra Bandi as Whole Time Director is in the best interest of the Company and for smooth and efficient running of the business.		
5. Remuneration Proposed	As mentioned under point nos. C and D under the terms and conditions of his re-appointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.		

6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person.	In correspondence to the size and operations of the Company and the Industry bench marks, the profile of the appointee, along with the responsibilities shouldered on him, the remuneration proposed to be paid is reasonable to that of the alike companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	To the extent of transaction covered under Note no.40 of the Financial Statements for the year ended 31.03.2017
<b>III Other Information</b>		
1.	Reasons of inadequate profits:	The profits have decline due to difficult market conditions during the Financial Year 2016-17. Also the company has faced tough competition with the emergence of Discount Brokerage Firms.
2.	Steps taken or proposed to be taken for improvement	Company is focusing on providing better customer services, providing comfort trading facilities for its clients through its new software named WINSTOCK and acquiring new clients. The company is now also focusing on Mutual Fund Distribution business which is evident from the increase in Mutual Fund Commission from Rs. 5.15 Lakh in the year ended 31.03.2016 to Rs. 28.65 Lakh in the year ended 31.03.2017.
3.	Expected increase in productivity and profits in measurable terms	With a stable Government, the capital markets have potential for increased activity levels. Keeping in view the increased interest of investors in Mutual Fund investment especially in Systematic Investment Plan, it is expected that the company's revenue from Mutual Fund Distribution business may increase significantly, in addition to broking activities.

## II Details of Directors seeking Appointment/Re-Appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In terms of the provisions of Section 152 of the Companies Act, 2013 Mr. Parasmal Doshi, being longest in the office will retire by rotation and would be eligible for re-appointment in the forthcoming Annual General Meeting. In terms of the provisions of Section 196 of the Companies Act, 2013 Mr. Parasmal Doshi (Whole Time Director cum CFO), Mr. Dhanpal Doshi (Managing Director cum CEO) and Mr. Rajendra Bandi (Whole Time Director) are being re-appointed in the ensuing Annual General Meeting. In accordance to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of Directors retiring by rotation/seeking re-appointment at the forthcoming Annual General Meeting are as under:-

Particulars	Mr. Parasmal Doshi	Mr. Dhanpal Doshi	Mr. Rajendra Bandi
Date of Birth	05.07.1957 (60 Years)	16.07.1965 (52 Years)	01.03.1961 (56 Years)
Date of First Appointment on Board	01.10.2010	19.01.1995	19.01.1995
DIN	00051460	00700492	00051441
Qualifications	Chartered Accountant, Bachelor of Commerce, M.B.A. and passed modules of NCFM, BCSM, NISM, MCCP.	Chartered Accountant, Bachelor of Commerce, M.B.A. and passed modules of NCFM, BCSM, NISM, & AMFI.	Bachelor of Science and NISM Certifications in Currency and Derivatives module.
Expertise in specific functional areas	Capital & Derivative Market Analysis, Industrial Analysis, Sectorial Economics, Real Estate and Commodity Market, Finance and Management.	Taxation, Finance and Corporate Laws, Capital & Derivative Markets, Corporate Restructuring, Acquisitions, Mergers, International Finance, NRI/FDI Investments, Double Taxation Treaties, Currency Market, Commodity Market and Real Estate Business.	Real Estate Business.
Terms and Conditions of Appointment/Re-Appointment	As per the resolution at item no. 6 of the Notice convening Annual General Meeting September 09, 2017 read with explanatory statement thereto, Mr. Parasmal Doshi is proposed to be re-appointed as a Whole Time Director cum Chief Financial Officer.	As per the resolution at item no. 5 of the Notice convening Annual General Meeting September 09, 2017 read with explanatory statement thereto, Mr. Dhanpal Doshi is proposed to be re-appointed as a Managing Director cum Chief Executive Officer.	As per the resolution at item no. 7 of the Notice convening Annual General Meeting September 09, 2017 read with explanatory statement thereto, Mr. Rajendra Bandi is proposed to be re-appointed as a Whole Time Director.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	1. Indo Thai Realities Limited.	1. Indo Thai Globe Fin (IFSC) Limited.	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Committee)	NIL	NIL	NIL
Number of shares held in Company	1165900	1265000	3000
Inter-se relationships between Directors	Brother of Mr. Dhanpal Doshi	Brother of Mr. Parasmal Doshi	Not related to any Director/KMP.

BOARD'S REPORT  
AND ANNEXURES

MANAGEMENT'S DISCUSSION  
AND ANALYSIS REPORT

CORPORATE GOVERNANCE

STANDALONE  
FINANCIAL STATEMENTS

CONSOLIDATED  
FINANCIAL STATEMENTS

NOTICE

\*Status as on March 31, 2017



# Indo Thai Securities Limited

**Registered Office :** "Capital Tower", 2nd Floor, Plot Nos. 169A-171, PU-4, Scheme No.54, Indore-452010, (M.P.)  
**CIN :** L67120MP1995PLC008959, Ph : 0731-4255800  
**Website :** www.indothai.co.in; **Email :** indothaigroup@indothai.co.in

## ATTENDANCE SLIP

DP ID									Regd. Folio No.	
Client ID									No. of Shares held	

Name of Member	
Registered Address	

I/ We hereby record my/ our presence at the **23rd Annual General Meeting** of the Company held on Saturday, September 09, 2017 at 12:30 p.m at Hotel Amar Villas, 1, Chandra Nagar, A.B. Road, Indore, Madhya Pradesh-452010.

Name of Member / Representative / Proxy : \_\_\_\_\_

Signature of Member / Representative / Proxy : \_\_\_\_\_

**Note:** ❖ Please fill Attendance Slip and hand it over at the entrance of the meeting hall.  
❖ Only the Member/Proxy holder can attend the meeting



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**Form No. MGT-11**

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of Member	
Registered Address	

DP ID									Regd. Folio No.	
Client ID									Email ID	

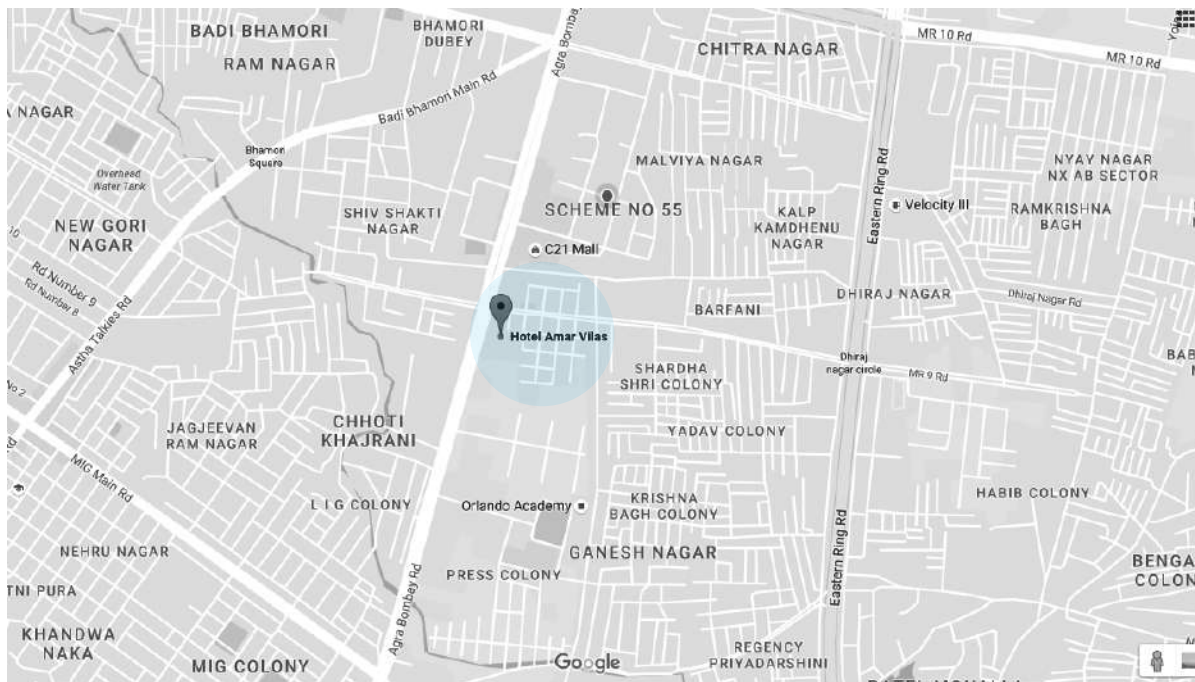
I/We, being the member(s) of.....shares of Indo Thai Securities Limited, hereby appoint;

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Saturday, September 09, 2017 at Hotel Amar Villas, 1 Chandra Nagar, A.B. Road, Indore, Madhya Pradesh-452010 and at any adjournment thereof in respect of resolutions as are indicated below:



## ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



S.No.	Resolutions	For	Against
1.	Adoption of Financial Statements		
2.	Declaration of Dividend		
3.	Appointment of Mr. Parasmal Doshi as a Director		
4.	Ratification of Appointment of Statutory Auditors		
5.	Re-appointment of Mr. Dhanpal Doshi as Managing Director cum Chief Executive Officer of the Company		
6.	Re-appointment of Mr. Parasmal Doshi as Whole-time Director cum Chief Financial Officer of the Company, being liable to retire by rotation		
7.	Re-appointment of Mr. Rajendra Bandi as Whole time Director of the Company, being liable to retire by rotation		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of Shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of First Proxy holder

\_\_\_\_\_  
Signature of Second Proxy holder

\_\_\_\_\_  
Signature of Third Proxy holder

### NOTE:

- ▶ The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- ▶ A Proxy need not to be member of the Company.
- ▶ A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ▶ This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- ▶ Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- ▶ In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- ▶ For the Resolutions and Notes, please refer to the Notice of 23rd Annual General Meeting.
- ▶ Please complete all details including detail of member(s) in above box before submission.



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**Website** : www.indothai.co.in; **Email** : indothaigroup@indothai.co.in

## BALLOT FORM

(In lieu of Remote E-voting)

Serial No\* : Member's Registered Folio No./DP ID&Client ID

1. Name(s) of the Member(s) including joint Holder(s) If Any (IN BLOCK LETTERS) : \_\_\_\_\_
2. Postal Address of the Member : \_\_\_\_\_
3. Registered Folio No. /DP ID & Client ID\* (\*Applicable to Investors Holding Shares in demat form) : \_\_\_\_\_
4. Number of Share(s) held : \_\_\_\_\_

I/ We hereby exercise my/our vote in respect of the Resolutions set out in the Notice of the 23rd Annual General Meeting of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick (☑) mark at the appropriate box below:

Item No	Description	Type of Resolution	No. of Shares	I/We assent to Resolution (FOR)	I/We dissent to Resolution (AGAINST)
1.	Adoption of Financial Statements	Ordinary			
2.	Declaration of Dividend	Ordinary			
3.	Appointment of Mr. Parasmal Doshi as a Director	Ordinary			
4.	Ratification of Appointment of Statutory Auditors	Ordinary			
5.	Re-appointment of Mr. Dhanpal Doshi as Managing Director cum Chief Executive Officer of the Company	Special			
6.	Re-appointment of Mr. Parasmal Doshi as Whole-time Director cum Chief Financial Officer of the Company, being liable to retire by rotation	Special			
7.	Re-appointment of Mr. Rajendra Bandi as Whole time Director of the Company, being liable to retire by rotation	Special			

Place :

Date :

\_\_\_\_\_  
(Signature of the Member)

\*Member's Registered Folio No./DP ID & Client ID shall be considered as Serial No. of Ballot Form for respective Member.

**Note:**

- Please read the instructions printed overleaf carefully, before exercising your vote.



## PROCESS, MANNER AND INSTRUCTIONS FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM

1. This Ballot form is provided for the benefit of members who do not have access to remote e-voting facility and the Members can opt for only one mode i.e. either through remote e-voting or by Ballot. If a member cast vote by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
2. For detailed instructions on remote e-voting, please refer to the point no. 25 '**Instruction for E-voting**' given under Notice of Annual General Meeting.
3. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the Resolutions forming part of the Notice convening the Annual General Meeting of the Company.
4. Voting rights are reckoned on the basis of the shares registered in the name of the Members/Beneficial Owner as on Saturday, September 02, 2017.
5. Please complete and sign the Ballot Form and return the form in the self-addressed Business Reply Envelope so as to reach the Scrutinizer appointed by the Board of Directors of the Company on or before September 08, 2017 (5.00 p.m).
6. The form should be signed by the Member as per the specimen signature registered with the Depositories/Registrar & Share Transfer Agent. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named joint holder.
7. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified. Valid Ballot Forms received by the scrutinizer shall only be considered.
9. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website [www.indothai.co.in](http://www.indothai.co.in) and on the website of the Central Depository Services (India) Limited <https://www.evotingindia.com> within three (3) days of the passing of the Resolutions at the Annual General Meeting of the Company and will be communicated to the Stock Exchanges where the shares of the Company are listed.
10. For any queries related to Ballot Form or for request of Duplicate Form, you can send an email to [compliance@indothai.co.in](mailto:compliance@indothai.co.in), further provided that the duplicate ballot forms shall reach the scrutinizer on or before September 08, 2017 (5.00 p.m).