

## General information about company

Scrip code	533676
Name of the entity	Indo Thai Securities Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mr	Parasmal Doshi	AERPD3255P	00051460	Executive Director	Chairperson		01-10-2010			1	2	0	
2	Mr	Dhanpal Doshi	ABZPD4781D	00700492	Executive Director	Not Applicable	CEO-MD	19-01-1995			1	0	0	
3	Mr	Rajendra Bandi	ACIPB4006F	00051441	Executive Director	Not Applicable		19-01-1995			1	0	0	
4	Mr	Sunil Kumar Soni	AFEPS1652K	00508423	Non-Executive - Independent Director	Not Applicable		20-09-2014		30	1	2	0	

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5	Mr	Om Prakash Gauba	ABTPG7066N	00059231	Non-Executive - Independent Director	Not Applicable		20-09-2014		30	1	2	1	
6	Mr	Sukrati Ranjan Solanki	AXDPS0227M	05230304	Non-Executive - Independent Director	Not Applicable		20-09-2014		30	1	2	1	
7	Mrs	Shobha Santosh Choudhary	AAZPC0060H	06934418	Non-Executive - Independent Director	Not Applicable		20-09-2014		30	1	2	0	

## Annexure 1

II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					Textual Information(1)
Is there any change in information of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee

1	Audit Committee	Mr. Om Prakash Gauba	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Mr. Sunil Kumar Soni	Non-Executive - Independent Director	Member	
3	Audit Committee	Mr. Sukrati Ranjan Solanki	Non-Executive - Independent Director	Member	
4	Audit Committee	Mrs. Shobha Santosh Choudhary	Non-Executive - Independent Director	Member	
5	Audit Committee	Mr. Parasmal Doshi	Executive Director	Member	
6	Nomination and remuneration committee	Mr. Sunil Kumar Soni	Non-Executive - Independent Director	Chairperson	
7	Nomination and remuneration committee	Mr. Om Prakash Gauba	Non-Executive - Independent Director	Member	
8	Nomination and remuneration committee	Mr. Sukrati Ranjan Solanki	Non-Executive - Independent Director	Member	
9	Nomination and remuneration committee	Mrs. Shobha Santosh Choudhary	Non-Executive - Independent Director	Member	
10	Stakeholders Relationship Committee	Mr. Sukrati Ranjan Solanki	Non-Executive - Independent Director	Chairperson	

## Annexure 1

II. Composition of Committees					
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
11	Stakeholders Relationship Committee	Mr. Om Prakash Gauba	Non-Executive - Independent Director	Member	

12	Stakeholders Relationship Committee	Mr. Sunil Kumar Soni	Non-Executive - Independent Director	Member	
13	Stakeholders Relationship Committee	Mrs. Shobha Santosh Choudhary	Non-Executive - Independent Director	Member	
14	Stakeholders Relationship Committee	Mr. Parasmal Doshi	Executive Director	Member	
15	Corporate Social Responsibility Committee	Mr. Parasmal Doshi	Executive Director	Chairperson	
16	Corporate Social Responsibility Committee	Mr. Dhanpal Doshi	Executive Director	Member	
17	Corporate Social Responsibility Committee	Mr. Rajendra Bandi	Executive Director	Member	
18	Corporate Social Responsibility Committee	Mr. Sukrati Ranjan Solanki	Non-Executive - Independent Director	Member	

### Text Block

#### Textual Information(1)

There were no changes in Composition of any Committee during the quarter ended on 31.03.2017. Company does not falls under Top 100 Listed Entities but also having Risk Management Committee with the following Members: Mr. Parasmal Doshi (Chairperson & Executive Director), Mr. Dhanpal Doshi (Executive Director), Mr. Om Prakash Gauba (Non-Executive - Independent Director) and Mr. Deepak Sharma (Chief Financial Officer).

### Annexure 1

#### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	11-11-2016		
2	21-12-2016		39
3		20-01-2017	29
4		18-02-2017	28

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	20-01-2017	Yes	5	11-11-2016	69	
2	Nomination and remuneration committee	20-01-2017	Yes	4	11-11-2016	69	
3	Stakeholders Relationship Committee	20-01-2017	Yes	5	11-11-2016	69	
4	Corporate Social Responsibility Committee	20-01-2017	Yes	4			

## Annexure 1

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

### Text Block

Textual Information(1)	Contracts/arrangements/transaction for acquiring office space on lease basis from two related firms were executed during the F.Y. 2014-15 and approved by members on 27/09/2014 through postal ballot process was also obtained for the same. Except this no material Related Party Transaction executed where Shareholder approval are required.
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## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

### Text Block

Textual Information(1)

although the Risk Management Committee is not applicable on our company, but the same has been formed keeping in view the good corporate governance practices.

### Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**



**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://indothai.co.in/Investor-Relations/Business-Profile">http://indothai.co.in/Investor-Relations/Business-Profile</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://indothai.co.in/Admin/Investors/Shareholders/Appointment%20Letter%20to%20Independent%20Directors.pdf">http://indothai.co.in/Admin/Investors/Shareholders/Appointment%20Letter%20to%20Independent%20Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://indothai.co.in/Investor-Relations/Overview">http://indothai.co.in/Investor-Relations/Overview</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://indothai.co.in/Admin/Investors/Shareholders/634586897157392500_Code%20of%20Conducts%20for%20Management%20&amp;%20Employees.pdf">http://indothai.co.in/Admin/Investors/Shareholders/634586897157392500_Code%20of%20Conducts%20for%20Management%20&amp;%20Employees.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://indothai.co.in/Admin/Investors/Shareholders/Vigil%20Mechanism%20Policy_10.11.2014.pdf">http://indothai.co.in/Admin/Investors/Shareholders/Vigil%20Mechanism%20Policy_10.11.2014.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://indothai.co.in/Admin/Investors/Shareholders/Policy%20on%20Remuneration%20of%20Directors,%20KMPs%20and%20other%20Employees_09.05.2014.pdf">http://indothai.co.in/Admin/Investors/Shareholders/Policy%20on%20Remuneration%20of%20Directors,%20KMPs%20and%20other%20Employees_09.05.2014.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://indothai.co.in/Admin/Investors/Shareholders/Policy%20on%20Related%20Party%20Transactions_09.08.2014.pdf">http://indothai.co.in/Admin/Investors/Shareholders/Policy%20on%20Related%20Party%20Transactions_09.08.2014.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://indothai.co.in/Admin/Investors/Shareholders/Policy%20for%20Material%20Subsidiary_09.08.2014.pdf">http://indothai.co.in/Admin/Investors/Shareholders/Policy%20for%20Material%20Subsidiary_09.08.2014.pdf</a>

9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://indothai.co.in/Admin/Investors/Shareholders/Details%20of%20Familiarization%20Programme_20.01.2017.pdf">http://indothai.co.in/Admin/Investors/Shareholders/Details%20of%20Familiarization%20Programme_20.01.2017.pdf</a>
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## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://indothai.co.in/Admin/Investors/Shareholders/Contact%20Information%20for%20Investor%20Grievances_Udayan%20Shukla.pdf">http://indothai.co.in/Admin/Investors/Shareholders/Contact%20Information%20for%20Investor%20Grievances_Udayan%20Shukla.pdf</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://indothai.co.in">http://indothai.co.in</a>
12	Financial results	Yes		<a href="http://indothai.co.in/Investor-Relations/Shareholder-Relations">http://indothai.co.in/Investor-Relations/Shareholder-Relations</a>
13	Shareholding pattern	Yes		<a href="http://indothai.co.in/Investor-Relations/Shareholder-Relations">http://indothai.co.in/Investor-Relations/Shareholder-Relations</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		

15	New name and the old name of the listed entity	NA		
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## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

## Annexure II

<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.

21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

### Text Block

Textual Information(1)

although the Risk Management Committee is not applicable on our company, but the same has been formed keeping in view the good corporate governance practices.

### Annexure II

#### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

### Signatory Details

Name of signatory	Udayan Abhilash Shukla
Designation of person	Company Secretary
Place	Indore
Date	11-04-2017