

NOTICE OF ANNUAL GENERAL MEETING



LUDHIANA STOCK AND CAPITAL LIMITED

(Formerly Ludhiana Stock Exchange Limited)

CIN : U67120PB1981PLC004696

Regd. Office : Feroze Gandhi Market, Ludhiana

Tel.: 0161-2405756, 4662014, 4663014

Website : www.lse.co.in, E-mail : lse_cs@rediffmail.com

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Shareholders of Ludhiana Stock and Capital Limited (Formerly Ludhiana Stock Exchange Limited) will be held on 12th December, 2020, Saturday at 12:00 Noon at the registered office of the Company situated at 1st floor, LSE Building, Feroze Gandhi Market, Ludhiana to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt :-
 - a) The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon; and
 - b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2020 and Reports of Auditors thereon.
2. To consider the declaration of dividend, if any, on equity shares.
3. To appoint a Director in place of Sh. Tribhawan Singh Thapar (DIN: 00494576), who was appointed as Director of the Company with effect from August 04, 2018, pursuant to the casual vacancy caused by the death of Late Sh. Prem Thapar and who holds office up to the date of ensuing Annual General Meeting.
4. To appoint a Director in place of Sh. Jaspal Singh (DIN: 00458451), who was liable to retire by rotation at ensuing Annual General Meeting, ceased to be Director with effect from July 22, 2020, due to his sudden demise.

By order of the Board
of Ludhiana Stock and Capital Limited
(Formerly Ludhiana Stock Exchange Limited)

Sd/-
Tribhawan Singh Thapar
Chairperson
(DIN - 00494576)

Registered office :
Feroze Gandhi Market, Ludhiana
CIN: U67120PB1981PLC004696
Email: lse_cs@rediffmail.com

PLACE : LUDHIANA
DATED : 16-11-2020

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IMPORTANT NOTES

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself / herself and the proxy need not be a member of the Company.**

The duly stamped, completed and signed instrument of proxies in order to be valid and effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A Blank Proxy form is enclosed with notice.

A proxy so appointed shall not have any right to speak at the meeting.

- 1A. A person can act as a 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. 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 a proxy for any other person or member.
- 1B. Every Corporate Member who intends to send its authorized representative to attend the meeting, is requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing its representative to attend and vote at the Annual General Meeting.
2. Sh. Tribhawan Singh Thapar (DIN: 00494576, who was appointed as Director of the Company w.e.f. August 08, 2018, to fill the casual vacancy caused by the death of Sh. Prem Thapar and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice, in writing along with prescribed fee under section 160 of the Companies Act, 2013, proposing his own candidature for the office of Director of the Company.
3. Sh. Jaspal Singh (DIN: 00458451), who was liable to retire by rotation at the ensuing Annual General Meeting, ceased to be Director w.e.f. July 22, 2020, due to his sudden demise; that resulted into a vacancy for the office of Director, liable to retire by rotation.
4. To fill the vacant position of the Director, shareholders of the company may file nominations for the posts of Directors along with fee of Rs. 1,00,000 by way of Cheque/DD (which shall be refunded to such member, if the person proposed gets elected as a director or gets more than twenty-five per cent of total valid votes cast on such resolution) up to 27th November, 2020 (Friday), till 04:00 p.m., at the Registered Office of the Company. The Company has already received the nomination from Sh. Rakesh Gupta having DIN: 00458677.
5. The Company's Share Transfer Books and the Register of Members will remain closed from 10th December, 2020 (Thursday) to 12th December, 2020 (Saturday) (both days inclusive).
6. The dividend on equity shares as recommended by the Board of Directors, if approved at the Annual General Meeting, will be paid to the members, whose names shall appear in Register of Members as on 9th December, 2020 (Wednesday) or Register of Beneficial Owners, maintained by the Depositories at the close of 9th December, 2020 (Wednesday).
7. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away vide Notification S.O. 1833(E) dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of the appointment of Auditors, who were appointed at 37th Annual General Meeting held on 27th September, 2019 for the period of 5 (five) consecutive years from conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting.
8. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days between 11:00 a.m. and 01:00 p.m. prior to the date of the Meeting.
9. Pursuant to the provisions of the Companies Act, 2013, the company has transferred all unclaimed dividend, which remain unclaimed for a period of 7 years, declared for the financial years 2009-10, 2010-11, 2011-12 to Investor Education & Protection Fund (IEPF) established by the Central Government.
10. Section 124 (6) of the Companies Act, 2013 read with rules made thereunder provide that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education & Protection Fund. Further, section 125 of the Companies Act, 2013 provides that a shareholder whose dividend amount/shares have been transferred to the IEPF shall be entitled to claim refund there from. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPF/refund.html> or contact the Company for lodging claim for refund of shares and / or dividend from the IEPF Authority (Web Form IEPF-5). In line with the IEPF Rules, the company would initiate steps for transfer of such shares, if any, to IEPF.
11. Members are requested to write to the Company at least 10 Days before Annual General Meeting for obtaining any information as regards to Accounts/ Queries on Annual Report, so that the same could be complied with in advance.
12. For convenience of the members and for proper conduct of the meeting, entry to the place of meeting will be regulated by the attendance slip, which is annexed to the Proxy Form. Members/Proxies should bring attendance slips duly filled in and signed for attending the meeting and handover the same at the entrance of the venue of the meeting.
13. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. A route map showing directions to the venue of the 38th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings."
15. **REQUEST TO SHAREHOLDERS:**
 - a. All correspondence regarding Shares of the Company should be addressed to the Company's Registrar and Transfer Agent (RTA), M/s. Beetal Financial and Computer Services Private Limited, Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada

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Harsukhdas Mandir, New Delhi 110 062 or e-mail at beetalrta@gmail.com or beetalsta@gmail.com.

- b. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit their Permanent Account Numbers to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their Permanent Account Numbers to the Company/ Registrar & Transfer Agents of the Company i.e. Beetal Financial and Computer Services Private Limited.
- c. Members who have not registered their e-mail addresses so far are requested to register/ update their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc. In respect of shares held in demat mode, e-mail addresses can be registered with depository and members who hold shares in physical form are requested to register their e-mail addresses with Beetal Financial and Computer Services Private Limited, Registrar & Share Transfer Agents of the Company.
- d. Pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, every unlisted public company is required to facilitate dematerialisation of all its existing securities. The Company has been registered with Central Depository Services (India) Limited (CDSL). The members can avail the Depository Services of CDSL. The ISIN of the company is INE562H01024.
- e. Members / Beneficial Owners are requested to quote their full names as per Company's record, Folio Nos. /DP and Client ID Nos., as the case may be, in all correspondence with the Company.
- f. Please note that copies of the Annual report will not be distributed at the venue of the meeting. Shareholders/ Proxy holders/ Authorized representatives are, therefore, requested to bring their copies of the Annual Report to the meeting.
- g. Members are requested to quote their e-mail IDs and contact nos. for prompt replies to their communications.
- h. Members who have not yet encashed their dividend warrants for financial years 2014-15, 2015-16, 2016-17, 2017-18, 2018-19 are requested to make their claims to the Company without delay. The names of shareholders, whose unpaid/unclaimed dividend have been pending and are placed at company's website- www.lse.co.in.
- i. Members can access the financial statement of the Subsidiary Company i.e. LSC Securities Limited at the web-link: www.lse.co.in/LSESL_New/PDF/Annual_Report_2019-2020.pdf.

By order of the Board
of Ludhiana Stock and Capital Limited
(Formerly Ludhiana Stock Exchange Limited)

Sd/-
Tribhawan Singh Thapar
Chairperson
(DIN - 00494576)

PLACE : LUDHIANA
DATED : 16-11-2020

ROUTE MAP

