LUDHIANA STOCK AND CAPITAL LIMITED

CIN:- U67120PB1981PLC004696

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POLLING INSTRUCTIONS

Name of the Company	**Ludhiana Stock and Capital Limited**
AGM	**44th Annual General Meeting**
Date	**28th September, 2026 (Monday)**
Time of AGM	**03:00 P.M.**
Venue	**First Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001**
Time of Polling in case of Poll	**03:00 P.M. to 09:00 P.M.**
Date of Board Meeting for passing Polling Instructions	**17th September, 2026**

Sr. No.	PROXY
1	A Member/Shareholder entitled to attend and vote at the Annual General Meeting (the "AGM" or may be referred as the "Meeting") is entitled to appoint a Proxy, to attend and vote instead of himself/herself and a Proxy need not be a Member/Shareholder of the Company.
2	A person can act as a proxy on behalf of Member/Shareholder not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. The Authorised Representative of a body corporate, if appointing a Proxy, such proxy form must be supported by a Board Resolution issued on behalf of the appointing organization. A Member/Shareholder holding more than ten percent (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 Member/Shareholder.
3	The Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company up to 03:00 P.M. on 26.09.2026 (Saturday).
4	No overwriting, cutting, alteration, erasure or correction shall be made on the Proxy Form. In the event any overwriting, cutting, alteration, erasure or correction is found on the Proxy Form, the Proxy Form shall be liable to be rejected and shall not be accepted for the purpose of the Meeting.
5	In case of HUF/Partnership Firm/Body Corporate, the Proxy Form should be duly signed and stamped.
6	If two or more proxies are given by the same member/shareholder irrespective of date and time, then all the proxies given by that Member/Shareholder will be rejected. The same rule will apply for the resolution submitted by the Corporate Member/Shareholder under section 113 of the Companies Act, 2013.
7	An undated Proxy Form shall be treated as invalid and shall be rejected. Further, where the Revenue Stamp affixed on the Proxy Form has not been duly cancelled or cross-signed, the Proxy Form shall also be treated as invalid and rejected.
8	The Proxy-holder/Authorised Representative of body corporate shall provide his/her identity proof at the time of attending the Meeting.

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9	A Proxy is valid until written notice of revocation has been received by the Company before the commencement of the Meeting or adjourned meeting, as the case may be. An undated notice of revocation of Proxy shall not be accepted. A Notice of revocation shall be signed by the same Member/Shareholder who had signed the Proxy, in the case of joint Membership/Shareholding.
10	When a Member/Shareholder who has appointed a Proxy and both the Member/Shareholder and Proxy attend the Meeting, the Proxy stands automatically revoked.
11	If a Member/Shareholder has provided a proxy in favour of same person of different dates, the Proxy later in date and time revokes any Proxy/Proxies dated prior to such Proxy.
12	A Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on poll. A Proxy cannot vote on a show of hands.
13	All other matters relating to the appointment, validity, acceptance, scrutiny and operation of Proxies shall be governed by the provisions of the Companies Act, 2013, the rules and regulations made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, as applicable, read with the Articles of Association of the Company and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

Sr. No.	INSPECTION OF THE PROXY
1	Every Member/Shareholder of the Company shall be entitled to inspect the Proxies lodged with the Company during business hours, i.e., from 10:00 A.M. to 06:00 P.M., commencing from 27.09.2026 (Sunday) and continuing up to the conclusion of the AGM to be held on 28.09.2026 (Monday).
2	A Member/Shareholder seeking to inspect the Proxies shall give at least three (3) days' prior notice in writing to the Company. Accordingly, such notice shall be received by the Company on or before 23.09.2026 (Wednesday) by 06:00 P.M.
3	A Member/Shareholder attending for inspection of the proxies shall not be permitted to bring any electronic devise, pen and pencil to make any notes or recordings thereon.
4	All other matters relating to the inspection of Proxies shall be governed by the provisions of the Companies Act, 2013, the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, as applicable, read with the Articles of Association of the Company and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

	VALIDITY OF THE PROXIES
1	The Board of Directors, at its meeting held on 17.09.2026, has appointed CS Rajeev Bhambri, M/s. Rajeev Bhambri and Associates, Practising Company Secretaries, as the Scrutinizer to conduct, regulate and scrutinize the Poll on the resolution(s) proposed in the Notice of the AGM dated 27.08.2026, to be held on 28.09.2026 at 03:00 P.M. at the Registered Office of the Company, and at any adjournment thereof.
2	Signatures on the proxy form of the Member/Shareholder shall be verified from the specimen signatures available in Demat Account of the respective Member/Shareholder.

	maintained in the DP of LSC Securities Limited, Subsidiary Company.
3	Members/Shareholders whose shares are held in dematerialized form through a DP other than LSC Securities Limited, or whose shares are held in physical form or old DP Signatures with LSC Securities Limited, shall submit the Proxy Form along with either (a) or (b) mentioned below, for updation of current signatures: (a) a duly completed ISR-2 form, with the signature duly attested by the bank. or (b) the specimen signature duly updated in the prescribed form provided in the Annual Report for the financial year 2025-26, for the purpose of verification of their signatures.
4	In case of ambiguity about the validity of a proxy, the Scrutinizers shall decide the validity in consultation with the Chairperson as per the Companies Act, 2013, rules and regulations made thereunder (including any modification(s) and re-enactment thereof) read with Articles of Association and applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (ICSI).
5	In the event that a Proxy is rejected for any reason, the Company shall, as far as practicable, intimate the concerned Member/Shareholder of such rejection through email, where an email address is available in the Company's records, or through any other feasible mode of communication, after the last date and time prescribed for receipt of Proxies and, where practicable, sufficiently before the commencement of the AGM, so as to provide the Member/Shareholder an opportunity to attend the AGM in person and exercise his/her voting rights, subject to applicable law.

Sr. No.	POLL
1	The conduct of the Poll, including the manner and procedure for taking the Poll, shall be governed by the provisions of the Companies Act, 2013, the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, as applicable, read with the Articles of Association of the Company and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). The Chairperson of the Meeting may, in accordance with applicable law, direct the taking of the Poll and determine the manner in which the Poll shall be conducted.
2	In the event of a Poll on any resolution(s) proposed in Notice of AGM dated 27.08.2026, the same shall be conducted on 28.09.2026 (Monday) from 03:00 P.M. to 09:00 P.M. at the Registered Office of the Company. The Poll shall be conducted and regulated by CS Rajeev Bhambri and his team, appointed as Scrutinizer by the Board in this regard. Any change mainly extension in the polling timings, if required, shall be announced by the Chairperson of the Meeting and communicated to the Members/Shareholders accordingly.
3	Members/Shareholders whose name appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories/RTA as on the cut-off date i.e. 18.09.2026 shall only be entitled to participate in and vote at the AGM.

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4	The Scrutinizer shall be provided with the Register of Members/Shareholders, available specimen signatures of the Members/Shareholders, Attendance Register, Proxies and Register of Proxies.
5	The Scrutinizer shall be provided with all the documents received by the Company pursuant to sections 105, 112 and section 113.
6	The Scrutinizers shall arrange for Polling papers and distribute them to the Members/Shareholders and proxies present at the meeting; in case of joint Member/Shareholder, the Polling paper shall be given to the first named holder or in his absence to the joint holder attending the meeting as appearing in the chronological order in the Folio/DP/Client Id and the Polling paper shall be in Form No. MGT-12.
7	The Scrutinizer shall lock an empty Polling box in the presence of the Chairperson, Candidates and authorised representatives of the candidates.
8	The Scrutinizers shall ensure that if a Member/Shareholder who has appointed a proxy has voted in person, the proxy's right to vote shall be disregarded.
9	Each candidate shall be entitled to nominate up to **TWO (2) Representatives** amongst members/shareholders of the Company to remain present as observers at the venue of voting, with a view to ensuring transparency in the voting process. The names and details of such representatives shall be submitted to the Company at least one day prior to the date of voting, i.e. by 27.09.2026 (Sunday). Only duly pre-nominated representatives shall be permitted to enter and remain at the venue of voting. Each such representative shall submit a valid identity proof to the Company on 27.09.2026 and shall carry the same identity proof while attending the voting process. The candidate shall not be present in polling area during the polling. Such representatives shall act solely as observers and shall not interfere with, obstruct, or otherwise impede the proceedings, functions, or duties of the Scrutinizer(s) in any manner.
10	Each candidate may nominate **TWO (2)** persons amongst members/shareholders of the Company as Counting Agents at the venue of the AGM/polling centre, before commencement of the counting of votes. The Counting Agents may be the same persons who were nominated by the candidate vide notice dated 27.09.2026. In case the candidate nominates any fresh persons as Counting Agents, the persons earlier nominated as observers/representatives shall not be permitted to remain present during the counting process.
11	The candidate may remain present in the counting area during the counting of votes; however, the candidate shall not participate in, interfere with, or otherwise take part in the counting process.
12	The duly nominated representative(s) and counting agents of all the candidates shall be seated at the designated place along with the Scrutinizer and his team, subject to the directions of the Scrutinizer and the requirements of orderly conduct of the voting process.
13	**Members/Shareholders, Proxy Holders, Candidates, Observers/Authorised Representatives of Candidates and Scrutinizer or any of his team member or any other person, if allowed to enter in counting area, shall not be permitted to carry mobile**

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	phones or other electronic communication devices within the designated voting area.
14	**Except for Members/Shareholders, duly appointed Proxy Holders, the Scrutinizer and his authorised team, dealing officers/staff of the Company, and the duly nominated representatives and counting agents of the candidates as provided herein, no other person shall be permitted to enter or remain at the designated place of voting, unless specifically authorised by the Scrutinizer such as calling staff person for identification of any member/shareholder, if required, for the orderly conduct of the voting process.**
15	After casting vote, the Member/Shareholder or Proxy Holder except observers/representatives of candidates, shall immediately leave the designated polling area. No Member/Shareholder or Proxy Holder except observers/representatives of candidates, shall be permitted to remain or stay in the polling area.
16	Before providing a Polling Paper for voting, the Scrutinizer or an officer authorised by him shall verify the particulars contained in the upper portion of the Polling Paper relating to the Member/Shareholder/Proxy Holder and shall make an appropriate identification/verification mark, such as affixing his initials or an official stamp, on the lower portion of polling paper which shall be provided to the voter for casting vote. The same shall be recorded/retained as part of the polling records for the purpose of maintaining an appropriate audit trail and preventing duplicate submission or voting in respect of the same entitlement.
17	A Member/Shareholder or Proxy Holder who desires to exercise his/her voting right shall do so by duly completing/verifying and signing the upper portion of Polling Paper provided to him/her at the time of polling, in accordance with the instructions contained therein.
18	Each Member/Shareholder shall, at the time of receiving the Polling Paper, ensure that the lower portion thereof bears the initial and/or official stamp of the Scrutinizer. Any Polling Paper which does not bear the requisite initial and/or stamp of the Scrutinizer shall be liable to be rejected and shall not be taken into consideration for the purpose of counting the votes.
19	Member/Shareholder or Proxy Holder shall cast his/her vote by affixing the stamp in favour of maximum **TWO** candidates. If votes are marked in favour of more than **TWO** candidates, then Polling Paper shall be treated as invalid and rejected.
20	Members/Shareholders or Proxy Holders shall affix the voting stamp carefully and entirely within the box provided in front of the name of the candidate of their choice. In case the voting stamp extends beyond the designated box, the vote shall be counted in favour of the candidate in favour of whose box at least 75% of the voting stamp appears.
21	In the case of shares held by a company/body corporate, the person authorised to represent such Member at the Annual General Meeting shall produce a certified true copy of the Board Resolution or other valid authorisation, as applicable, authorising him/her to attend and vote at the Annual General Meeting. In the absence of such authorisation, no Polling Paper shall be issued to such authorised representative. The authorised representative shall also produce and submit valid identity proof at the time of marking attendance at the Annual General Meeting.
22	Each Member/Shareholder or Proxy Holder shall be entitled to cast votes in respect of the total number of shares held by them as on 18.09.2026 under the relevant Folio

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	Number/DP ID and Client ID, as applicable, subject to the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company.
23	After affixing stamp as per their choice, the Members/Shareholders or Proxy Holders shall drop the Polling Paper in the Polling Box available for the purpose at the Polling Booth.
24	Members/Shareholders and Proxy Holders are requested not to deposit or place any document, paper or other material along with the Polling Paper in the Polling Box. Any extraneous document or material found in the Polling Box shall not be taken into consideration for the purpose of counting the votes and may be segregated and disposed of by the Scrutinizer. The presence of any such extraneous material shall not, by itself, invalidate the Polling Paper unless the Polling Paper otherwise fails to comply with the prescribed requirements.
25	Any unauthorized overwriting, cutting, alteration, or any mark or notation intended or capable of identifying the Member/Shareholder or Proxy Holder on the Polling Paper may render the concerned vote invalid and liable to be rejected by the Scrutinizer. Double stamping in box appearing before name of candidates, any extra ink of stamp pad on Polling paper and impression of stamp on back side shall not invalidate the vote and the same shall be treated as valid.
26	The decision of the Scrutinizer with respect to the validity or invalidity of votes cast, rejection of Polling Papers, counting of valid votes and all matters incidental thereto shall be in accordance with these Polling instructions. Anything remained undecided shall be dealt with by the Scrutinizer as per Point No. 35 of these Polling Instructions.
27	The Scrutinizers shall open the Polling box in the presence of Chairperson, Candidates and his representatives or counting agents. The Chairperson, Scrutinizer, his team member(s), candidates, their authorised reprenstatives or counting agents or any other person, if allowed to be remain in counting area during counting of votes, shall not be permitted to leave the the counting area until the completion of the counting of votes except only in extra-ordinary circumstances.
28	The Scrutinizers shall count the votes cast on poll and prepare a report thereon addressed to the Chairperson in Form MGT-13 [Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014.
29	The Scrutinizers' report shall state total votes cast, valid votes, votes in favour and against the resolution including the details of invalid Polling papers and votes comprised therein.
30	**As per Companies Act, 2013, rules and regulations made thereunder (including any modification(s) and re-enactment thereof) read with Articles of Association and applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (ICSI), on any business at any general meeting, in case of an equality of votes on a show of hands or on a poll, the Chairperson shall have a second or casting vote.**
31	The final result/report of the poll shall be signed by the Chairperson along with Candidates and their representatives or counting agents and shall officially be declared as the outcome of the Polling.
32	The Chairperson shall declare the result of Voting on poll. The result may either be announced by him or a person authorized by him in writing.

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33	All Polling Papers/votes cast during the Polling shall, after completion of counting and declaration of the results, be duly sealed and secured by the Scrutinizer. The sealed packets/records shall be signed by the Scrutinizer and by the Chairperson of the Meeting, the Candidates and their duly authorised Representatives or counting agents who shall be present there.
34	The sealed Polling Papers, votes cast and other relevant records relating to the Poll shall thereafter be handed over by the Scrutinizer to the Chairperson of the Meeting for safe custody and preservation in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.
35	In respect of any matter not specifically provided for herein or which remains undecided, the same shall be dealt with by the Scrutinizer, in consultation with the Chairperson and in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, the Articles of Association of the Company, the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), and other applicable laws, rules, regulations, circulars and guidelines, including any statutory modification(s), amendment(s) or re-enactment(s) thereof.

All the Members/Shareholders are requested to read and understand the above polling instructions carefully before casting their votes.