

## LSC SECURITIES LIMITED

(U67120PB2000PLC054428)

Regd. Off.: 1<sup>st</sup> Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001

Tel.:0161-5021018/4663014, Email: [CS@LSESL.COM](mailto:CS@LSESL.COM), Website: [www.lse.co.in](http://www.lse.co.in)

### NOTICE

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Shareholders (the “Shareholders” or the “Members”) of LSC Securities Limited (the “Company”) will be held on Saturday, the 15<sup>th</sup> June, 2024 at 01:30 P.M. at the registered office of the Company situated at 1<sup>st</sup> Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001 to transact the following **SPECIAL BUSINESS**:

#### **1. To approve Related Party Transaction(s) with Ludhiana Stock and Capital Limited**

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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors to enter into Agreement(s)/Contract(s)/Transaction(s)/ Licence Deed(s)/Lease Deed(s)/Memorandum of Understanding(s) including amendment or renewal of any existing Agreement(s)/Contract(s)/Transaction(s)/Licence Deed(s)/Lease Deed(s)/Memorandum of Understanding(s) with its Related Party i.e. Ludhiana Stock and Capital Limited (Holding Company) to continue the lease agreement/MOU or to get on lease the portion of the Building and/or/along with other infrastructure or facilities for the period of 5 (five) financial years w.e.f. 01.04.2024 on terms and conditions as decided by the Board vide supplemental MOU and as enumerated in the explanatory statement.”

**“RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as Board) or a Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary or expedient to give effect to the aforesaid resolution.”

#### **2. To approve the appointment of Mr. Chaitanya Parkash (DIN: 02457539) who was appointed as a Director of the Company to fill casual vacancy caused by the resignation of Mr. Hari Krishan Punni (DIN: 01478782)**

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

**“RESOLVED THAT** pursuant to provisions of Section 161(4) of the Companies Act, 2013 and applicable rules and Regulations made there under, if any, (including any statutory modification(s) or re-enactments thereof) read with the provisions of Articles of Association of the Company, the approval of the Company be and is hereby accorded to the appointment of Mr. Chaitanya Parkash (DIN:02457539) as a Director appointed by the Board of Directors with the approval of stock exchanges w.e.f. 01.11.2023 to fill casual vacancy caused by the resignation of Mr. Hari Krishan Punni (DIN: 01478782) and to hold office till the date up to which Mr. Hari Krishan Punni (DIN: 01478782) would have held office if it had not been vacated.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**3. To approve the appointment of Mr. Bhavesh Makkar (DIN: 07265492) who was appointed as a Director of the Company to fill casual vacancy caused by the resignation of Mr. Tribhawan Singh Thapar (DIN: 00494576)**

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

**“RESOLVED THAT** pursuant to provisions of Section 161(4) of the Companies Act, 2013 and applicable rules and Regulations made there under, if any, (including any statutory modification(s) or re-enactments thereof) read with the provisions of Articles of Association of the Company, the approval of the Company be and is hereby accorded to the appointment of Mr. Bhavesh Makkar (DIN:07265492) as a Director appointed by the Board of Directors with the approval of stock exchanges w.e.f. 04.03.2024 to fill casual vacancy caused by the resignation of Mr. Tribhawan Singh Thapar (DIN: 00494576) and to hold office till the date up to which Mr. Tribhawan Singh Thapar (DIN: 00494576) would have held office if it had not been vacated.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**4. To approve the appointment of Mr. Tribhawan Singh Thapar (DIN: 00494576) who was appointed as a Director of the Company to fill casual vacancy caused by the resignation of Mr. Parmod Goyal (DIN: 00507724)**

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

**“RESOLVED THAT** pursuant to provisions of Section 161(4) of the Companies Act, 2013 and applicable rules and Regulations made there under, if any, (including any statutory modification(s) or re-enactments thereof) read with the provisions of Articles of Association of the Company, the approval of the Company be and is hereby accorded to the appointment of Mr. Tribhawan Singh Thapar (DIN:00494576) as a Director appointed by the Board of Directors with the approval of stock exchanges w.e.f. 19.04.2024 to fill casual vacancy caused by the resignation of Mr. Parmod Goyal (DIN: 00507724) and to hold office till the date up to which Mr. Parmod Goyal (DIN: 00507724) would have held office if it had not been vacated.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of Board of Directors**  
**For LSC SECURITIES LIMITED**

**Date: 18.05.2024**  
**Place: LUDHIANA**

**Sd/-**  
**SUMIT MALHOTRA**  
**(COMPANY SECRETARY)**  
**(M.NO.: A54874)**  
**Registered office:**  
**1<sup>st</sup> Floor, LSE Building,**  
**Feroze Gandhi Market, Ludhiana-141001**  
**CIN: U67120PB2000PLC054428**  
**Email: CS@LSESL.COM**

## **IMPORTANT NOTES:**

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards-2 on General Meetings, in respect of the Special Business of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the Companies, LLP, Societies etc., must be supported by an appropriate resolution/authority, as applicable issued on behalf of the nominating organization. A Proxy Form is annexed to this Notice.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at EGM.

In case of joint holders attending the meeting, the joint holder who is highest in the order of names will be entitled to vote at the meeting.

Members, Proxies and Authorized Representatives are requested to bring to the meeting; the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Duplicate Attendance Slip or copies of the Report and Account will not be made available at EGM venue.

The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company.

5. The supplemental MOU and all material documents referred in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days till the conclusion of EGM.
6. 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 Notice. Members/Proxies/Authorised Representatives should bring attendance slips, duly filled and signed for attending the meeting and handover the same at the entrance of the venue of the meeting.
7. A route map showing directions to the venue of EGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings."

## **8. 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 Harsukhdas Mandir, New Delhi 110 062 or e-mail at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or [beetalsta@gmail.com](mailto:beetalsta@gmail.com).
- b. Members who hold shares in the physical form and wish to make/ change nomination in respect to their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013 and

rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, may submit the prescribed form SH-13/ SH-14 to the company.

- c. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
- d. Members who have not registered their email addresses so far are requested to register/ update their email addresses for receiving all communications including Annual Report, Notices, Circulars etc. In respect of shares held in demat mode, email addresses can be registered with depository and members who hold shares in physical form are requested to register their email addresses with Beetal Financial and Computer Services Private Limited, Registrar & Share Transfer Agents of the Company.
- e. 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 INE01XH01014.
- f. 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.
- g. Members are requested to quote their email IDs and contact nos. for prompt replies to their communications.

**Date: 18.05.2024**  
**Place: LUDHIANA**

**By order of Board of Directors**

**For LSC SECURITIES LIMITED**

**Sd/-**

**SUMIT MALHOTRA**

**(COMPANY SECRETARY)**

**(M.NO. A54874)**

**Registered office:**

**1<sup>st</sup> Floor, LSE Building,**

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## Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the "ACT")

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

### **ITEM NO.01**

All the related party transaction(s) specified under Section 188(1), the value/consideration of which is in excess of the respective limits prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rule, 2014, has to be approved by the members in the General Meeting, whereas the third proviso to section 188(1) also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

The Company had taken a part of the Building along with other infrastructure or facilities on lease from Ludhiana Stock and Capital Limited, Holding Company, for its office use vide Memorandum of Understanding (MOU) dated 01.12.2008 (as extended from time to time) which was valid up to 31.03.2024 and needs to be renewed on Arm's Length Basis.

Taking into account the statutory provisions, the Board of Directors, as an abundant precautionary measures, intends to seek prior approval of members to continue the lease of portion of Building along with other infrastructure or facilities with Ludhiana Stock and Capital Limited, Holding Company, for the further period of 5 (five) years w.e.f. 01.04.2024 on terms and conditions as mutually determined by the Board of Directors with the Holding Company in the form of supplement MOU and also on Arm's Length basis.

The supplemental MOU and other relevant documents will be available for inspection at the Registered Office of the Company during office hours on all working days till the conclusion of EGM.

The Relevant Information are as under:

Particulars	Details
Name of the related party	Ludhiana Stock and Capital Limited
Name of Director or KMP who is related	Nil
Nature of relationship	Holding Company
Monetary value	Rs. 48,12,756/- plus applicable taxes being rent for portion of building and/or/along with other infrastructure or facilities for F.Y. 2024-25 with escalation of 5% every F.Y. after 2024-25 up to F.Y. 2028-29.
Nature, material items and particulars of arrangement	To continue the lease agreement or to take on lease the portion of the Building of the Company and/or/along with other infrastructure or facilities for further period of 5 (five) F.Y. w.e.f. 01.04.2024. However, such transactions would at all times be on arm's length basis and in ordinary course of the Company's business.

Mr. Tribhawan Singh Thapar, Mr. Rakesh Gupta and Mr. Ashok Kumar, Directors of the Company are also on the Board of the Holding Company, hence they may deem to be interested in the above resolution.

Except that, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 01 of the Notice for approval of the Members.

**ITEM NO.02**

Mr. Hari Krishan Punni (DIN: 01478782) who was to hold the office of director of the Company up to the date of 25<sup>th</sup> Annual General Meeting ceased to be director of the company due to resignation w.e.f. 01.11.2023.

The Board of Directors with the approval of stock exchanges appointed Mr. Chaitanya Parkash (DIN: 02457539) w.e.f. 01.11.2023 as a Director to fill casual vacancy caused by the resignation of Mr. Hari Krishan Punni, to hold office up to the date of 25<sup>th</sup> Annual General Meeting i.e. the date up to which Mr. Hari Krishan Punni would have held office if it had not been vacated.

As per Section 161(4) of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof), if the office of any director appointed by the company in general meeting is vacated before his terms of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board.

As per Section 161(4) of the Companies Act, 2013 read with Section 51 of the Companies (Amendment) Act, 2017, the appointment of Director so appointed shall be subsequently approved by the members in the immediate next general meeting.

Accordingly, the approval of the Members is sought for passing Ordinary Resolution as set out at Item No. 02 of the notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interest, financially or otherwise, in this resolution.

The register of Directors with their shareholding and other relevant documents will be available for inspection at the Registered Office of the Company during office hours on all working days till the conclusion of EGM.

The Board recommends the Ordinary Resolution as set out at Item No. 02 of the Notice for approval of the Members.

**ITEM NO.03**

Mr. Tribhawan Singh Thapar (DIN: 00494576) who was to hold the office of director of the Company up to the date of 25<sup>th</sup> Annual General Meeting ceased to be director of the company due to resignation w.e.f. 04.03.2024.

The Board of Directors with the approval of stock exchanges appointed Mr. Bhavesh Makkar (DIN: 07265492) w.e.f. 04.03.2024 as a Director to fill casual vacancy caused by the resignation of Mr. Tribhawan Singh Thapar, to hold office up to the date of 25<sup>th</sup> Annual General Meeting i.e. the date up to which Mr. Tribhawan Singh Thapar would have held office if it had not been vacated.

As per Section 161(4) of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof), if the office of any director appointed by the company in general meeting is vacated before his terms of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board.

As per Section 161(4) of the Companies Act, 2013 read with Section 51 of the Companies (Amendment) Act, 2017, the appointment of Director so appointed shall be subsequently approved by the members in the immediate next general meeting.

Accordingly, the approval of the Members is sought for passing Ordinary Resolution as set out at Item No. 03 of the notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interest, financially or otherwise, in this resolution.

The register of Directors with their shareholding and other relevant documents will be available for inspection at the Registered Office of the Company during office hours on all working days till the conclusion of EGM.

The Board recommends the Ordinary Resolution as set out at Item No. 03 of the Notice for approval of the Members.

#### **ITEM NO.04**

Mr. Parmod Goyal (DIN:00507724) who was to hold the office of director of the Company up to the date of 27<sup>th</sup> Annual General Meeting ceased to be director of the company due to resignation w.e.f. 19.04.2024.

The Board of Directors after referring the experience of Mr. Tribhawan Singh Thapar (DIN: 00494576) offered him to fill the casual vacancy of director caused due to resignation of Mr. Parmod Goyal. After providing his consent and with the approval of stock exchanges, the Board appointed Mr. Tribhawan Singh Thapar w.e.f. 19.04.2024 as a Director to fill casual vacancy caused by the resignation of Mr. Parmod Goyal, to hold office up to the date of 27<sup>th</sup> Annual General Meeting i.e. the date up to which Mr. Parmod Goyal would have held office if it had not been vacated.

As per Section 161(4) of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof), if the office of any director appointed by the company in general meeting is vacated before his terms of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board.

As per Section 161(4) of the Companies Act, 2013 read with Section 51 of the Companies (Amendment) Act, 2017, the appointment of Director so appointed shall be subsequently approved by the members in the immediate next general meeting.

Accordingly, the approval of the Members is sought for passing Ordinary Resolution as set out at Item No. 04 of the notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interest, financially or otherwise, in this resolution.

The register of Directors with their shareholding and other relevant documents will be available for inspection at the Registered Office of the Company during office hours on all working days till the conclusion of EGM.

The Board recommends the Ordinary Resolution as set out at Item No. 04 of the Notice for approval of the Members.

**ADDITIONAL INFORMATION ON DIRECTOR(S) BEING RE-APPOINTED AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANIES SECRETARIES OF INDIA, MENTIONED IN THE NOTICE**

<b>NAME OF DIRECTOR</b>	<b>CHAITANYA PARKASH</b>	<b>BHAVESH MAKKAR</b>	<b>TRIBHAWAN SINGH THAPAR</b>
DIN	02457539	07265492	00494576
Date of Birth	30.11.1960	05.06.1989	14.01.1958
Age	64	34	66
Qualification	Graduate	Graduate & C.A.	Graduate
Experience	34 years in Capital Market	11 years in Capital Market	35 years in Capital Market
Terms and conditions of appointment or re-appointment	Non-Executive	Non-Executive	Non-Executive
Remuneration last drawn (including Sitting fees, if any)	-	-	-
Date of first appointment on the Board	06.04.2021	24.09.2016	28.09.2013
Shareholding in the company	100	100	8100
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	-	-	-
Number of Meetings of the Board attended during the year	1	1	-
Other Directorships, Membership/ Chairmanship of Committees of other Boards	-	Lord Krishna Knitwear Private Limited-Director	1. TST Capital Services Limited-Managing Director 2. Ludhiana Commodities Trading Services Limited-Chairperson 3. Ludhiana Stock and Capital Limited-Chairperson

**By order of Board of Directors**

**For LSC SECURITIES LIMITED**

**Sd/-**

**SUMIT MALHOTRA  
(COMPANY SECRETARY)  
(M.NO. A54874)**

**Registered office:**

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CIN: U67120PB2000PLC054428  
Email: CS@LSESL.COM**

**Date: 18.05.2024**

**Place: LUDHIANA**



**ROUTE MAP**

