

LUDHIANA STOCK AND CAPITAL LIMITED

(U67120PB1981PLC004696)

Regd. Off.: Feroze Gandhi Market, Ludhiana (Pb.)-141001

Tel.:0161-2405756/4662014/4663014, Email: LSE_CS@REDIFFMAIL.COM, Website: www.lse.co.in

NOTICE

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Shareholders (the "Shareholders" or the "Members") of Ludhiana Stock and Capital Limited (the "Company") will be held on Saturday, the 15th June, 2024 at 01:00 P.M. at the registered office of the Company situated at 1st Floor, LSE Building, Feroze Gandhi Market, Ludhiana (Pb.)-141001 to transact the following **SPECIAL BUSINESS**:

1. To approve Material Related Party Transaction(s) with LSC Securities 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. LSC Securities Limited (Subsidiary Company) to continue the lease agreement/MOU or to provide 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."

By order of Board of Directors

For LUDHIANA STOCK AND CAPITAL LIMITED

Sd/-

TRIBHAWAN SINGH THAPAR

(CHAIRPERSON)

(DIN: 00494576)

Registered office:

Feroze Gandhi Market, Ludhiana

CIN: U67120PB1981PLC004696

Email: lse_cs@rediffmail.com

Date: 18.05.2024

Place: LUDHIANA

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 under Item No. 1 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 or 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 INE562H01024.
- 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.

By order of Board of Directors

For LUDHIANA STOCK AND CAPITAL LIMITED

Sd/-

TRIBHAWAN SINGH THAPAR

(CHAIRPERSON)

(DIN: 00494576)

Registered office:

Feroze Gandhi Market, Ludhiana

CIN: U67120PB1981PLC004696

Email: lse_cs@rediffmail.com

Date: 18.05.2024

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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 provided a part of the Building along with other infrastructure or facilities on lease to LSC Securities Limited, Subsidiary 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 LSC Securities Limited, Subsidiary 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 subsidiary 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	LSC Securities Limited
Name of Director or KMP who is related	Nil
Nature of relationship	Subsidiary 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 provide 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, Chairperson, Mr. Rakesh Gupta and Mr. Ashok Kumar, Directors of the Company are also on the Board of the Subsidiary Company i.e LSC Securities Limited, 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 as set out at item no. 1 of the Notice for approval by the Members of the Company.

Date: 18.05.2024
Place: LUDHIANA

By order of Board of Directors
For LUDHIANA STOCK AND CAPITAL LIMITED

Sd/-

TRIBHAWAN SINGH THAPAR
(CHAIRPERSON)
(DIN: 00494576)

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