

NOTICE OF ANNUAL GENERAL MEETING



LUDHIANA STOCK AND CAPITAL 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 41st Annual General Meeting of the Shareholders of Ludhiana Stock and Capital Limited (Formerly Ludhiana Stock Exchange Limited) will be held on 29th September, 2023, Friday at 04:30 P.M. 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, 2023 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, 2023 and Reports of Auditors thereon.
2. To declare a dividend on Equity Shares of the Company for the financial year ended 31st March, 2023.
3. To appoint Mr. Tribhawan Singh Thapar, Director (DIN:- 00494576) as a Director liable to retire by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Mr. Rakesh Gupta, Director, (DIN:- 00458677) as a Director liable to retire by rotation and, being eligible, offers himself for re-appointment.

By order of the Board
of 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

PLACE : LUDHIANA
DATED : 30-08-2023

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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. Proxies submitted on behalf of the body corporates, must be supported by an appropriate resolution/authority, as applicable, issued on behalf of the appointing organization. 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. To fill the vacant position(s) of the Director(s), if any, members of the company may file nominations for the post(s) of Director(s) along with fee of Rs. 1,00,000 by way of Cheque/DD (which shall be refunded 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 14th September, 2023 (Thursday), till 04:30 p.m., at the Registered Office of the Company.
3. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014, The Company's Share Transfer Books and the Register of Members will remain closed from 27th September, 2023 (Wednesday) to 29th September, 2023 (Friday) (both days inclusive).
4. 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 27th September, 2023 (Wednesday) or Register of Beneficial Owners, maintained by the Depositories at the close of 27th September, 2023 (Wednesday). The dividend, will be paid subject to deduction of income tax at source ('TDS'), wherever applicable within a period of 30 days from the date of declaration to the members.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to M/s. Beetal Financial and Computer Services Private Limited in case the shares are held in physical form, quoting their folio no.

5. 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.
6. Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013 read with rules made thereunder, 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, 2014-15 & 2015-16 to Investor Education & Protection Fund (IEPF) established by the Central Government.
7. Section 124 (6) of the Companies Act, 2013 read with rules made thereunder provides that years or more shall be transferred by the company in the name of Investor Education & all shares in respect of which dividend has not been paid or claimed for seven consecutive 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

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members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/corporates.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.

8. 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.
9. 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.
10. In case of joint holders, the member whose name appears as the first holder or higher in the order of names as per the Register of Members of the Company will be entitled to vote.
11. A route map showing directions to the venue of the 41st AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings."
12. 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 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.

Further, pursuant to the applicable amendments from Finance Act, 2020 onwards, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. Hence, Members are requested to submit self-attested copies of their PAN Cards.

- d. 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.
- 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 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 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 & 2021-22 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.

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- i. Electronic copy of Annual Report for F.Y. 2022-23 is uploaded on the Company's website www.lse.co.in. Members can also access the financial statement of the Subsidiary Company i.e. LSC Securities Limited at the web-link: https://www.lse.co.in/pdf/SUBSIDIARY_FINANCIAL_STATEMENT_2022-23.pdf

By order of the Board
of Ludhiana Stock and Capital Limited

PLACE : LUDHIANA
DATED : 30-08-2023

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

ROUTE MAP

