

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 Fax : 0161-2404748

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

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Shareholders of Ludhiana Stock and Capital Limited (Formerly Ludhiana Stock Exchange Limited) will be held on 18th September, 2018, Tuesday at 4.00 p.m. at registered office situated at 1st floor, LSE Building, Feroze Gandhi Market, Ludhiana to transact the following :-

ORDINARY BUSINESS

1. To receive, consider and adopt:-
 - a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Board of Directors and Auditors thereon ; and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and Reports of Auditors thereon.
2. To confirm the declaration of Interim Dividend as the Final dividend on equity shares.
3. To appoint a Director in place of Sh. Vikas Batra, Director, (DIN:- 01964260) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sh. Kanwal Preet Singh Walia, Director, (DIN:- 00266474) who retires by rotation and being eligible, offers himself for re-appointment.

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

Sd/-
Jaspal Singh
Vice Chairperson
(DIN - 00458451)

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

PLACE : LUDHIANA
DATED : 17-08-2018

NOTICE OF ANNUAL GENERAL MEETING

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 instrument of proxies in order to be valid and effective should be deposited at the registered office of the Company duly stamped, completed and signed 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.

2. 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.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Company's share transfer books and the Register of Members will remain closed from 15.09.2018 (Saturday) to 18.09.2018 (Tuesday) (both days inclusive).
5. 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 1:00 p.m. prior to the date of the Meeting.
6. The Board of Directors of the company had declared an interim dividend of Rs. 80/- per share i.e., at the rate of 800% on face value of Rs. 10/- each during the year 2017-18. The said interim dividend is to be confirmed at the ensuing AGM.
7. Pursuant to the provision of the Companies Act, the company has transferred all unclaimed dividend, which remain unclaimed for a period of 7 years, declared for the financial year 2009-10, 2010-11 to Investor Education & Protection Fund (IEPF) established by the central Government.
8. 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 and 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. In line with the IEPF Rules, the company would initiate steps for transfer of such shares, if any, to IEPF.
9. 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 compiled in advance.
10. 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.

11. 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 & Computer Services Pvt. Limited, Beetal House, 99, Madangir, B/H Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110 061.
- 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 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 PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar & Transfer Agents of the Company i.e. Beetal Financial Computer Services Pvt. Ltd.
- 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

NOTICE OF ANNUAL GENERAL MEETING

requested to register their e-mail addresses with Beetal Financial Computer Services Pvt. Ltd., Registrar & Share Transfer Agents of the Company.

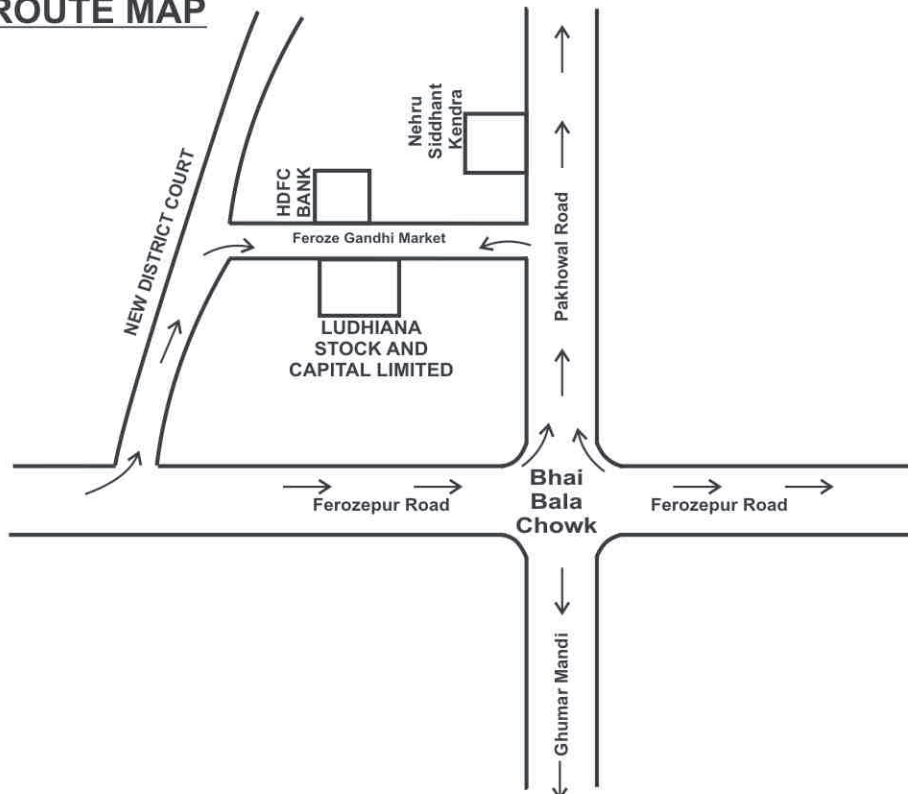
- e. The Company has been registered with Central Depository Services (India) Limited (CDSL). The members can avail the Depository Services of CDSL. The ISIN of the company is INE562H01024.
- f. Members / Beneficial Owners are requested to quote their full name as per Company's record, Folio No. /DP and Client ID Nos., as the case may be, in all correspondence with the Company.
- g. 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.
- h. Members are requested to quote their e-mail IDs, telephone/ fax nos. for prompt reply to their communications.
- i. Members who have not yet encashed their dividend warrants for financial year 2009-10, 2010-11, 2011-12, 2014-15, 2015-16, 2016-17 are requested to make their claims to the Company without delay. The name of shareholders, whose unpaid/unclaimed dividend have been pending and is placed in company website- www.lse.co.in.

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

PLACE : LUDHIANA
DATED : 17-08-2018

Sd/-
Jaspal Singh
Vice Chairperson
(DIN - 00458451)

ROUTE MAP



DIRECTORS' REPORT

To
The Members,
Ludhiana Stock and Capital Limited (CIN No. U67120PB1981PLC004696)
(Formerly Ludhiana Stock Exchange Limited)
Ludhiana.

Your Directors present the 36th Annual Report of your company together with the Audited Financial Statements and the Auditor's Report for the Financial Year ended 31st March, 2018. The summarized financial results for the Financial Year are as under:

Financial Summary (Standalone)

The Company's financial performance for the year ended March 31, 2018 is summarized below:

(Amount in lacs)

PARTICULARS	31-03-2018	31-03-2017
Profits Before Depreciation, Interest, Tax and Exceptional Items	35.39	215.95
Depreciation	09.31	10.62
Exceptional Item	63.35	--
Interest	--	--
Profit Before Tax	(37.27)	205.33
Provision for Taxation	00.14	30.00
Profit after tax	(37.41)	175.33
Add : Balance brought forward from previous years	91.39	95.89
Balance Available for appropriations	53.98	271.22
Appropriations		
a. Interim Dividend on Equity Shares	47.36	153.92
c. Proposed Dividend on Equity Shares	--	--
d. Corporate Dividend Tax thereon	4.22	25.91
e. Transfer to General Reserve	--	--
Balance carried to Balance Sheet	2.40	91.39

Financial Summary (Consolidated)

Following Consolidated Financial Summary represent those of Ludhiana Stock and Capital Limited & its Subsidiary i.e LSC Securities Limited (Formerly L.S.E. Securities Limited) having CIN No. U67120CH2000PLC023244:

(Amount in lacs)

PARTICULARS	31-03-2018	31-03-2017
Profits Before Depreciation, Interest, Tax and Exceptional Items	601.07	344.09
Depreciation	19.91	21.09
Exceptional Item	63.35	-
Interest	0.69	0.65
Profit Before Tax & Minority Interest	517.12	322.35
Provision for Taxation	19.49	72.88
Profit after tax & before Minority Interest	497.63	249.47
Minority's Interest	271.24	48.67
Profit after tax and Minority Interest	226.39	200.80
Add : Transferred from Minority Interest	-	-
Add : Balance brought forward from previous years	311.69	296.81
Balance Available for appropriations	538.08	497.61
Appropriations		
a. Interim Dividend on Equity Shares	47.36	153.92
b. Proposed Dividend on Equity Shares*	-	-
c. Corporate Dividend Tax thereon	9.64	32.00
d. Transfer to General Reserve	-	-
Balance carried to Balance Sheet	481.08	311.69

*Board of Director of the Subsidiary i.e LSCSecurities Ltd has Proposed the final dividend of Rs.4 per share (40%) for the year 2017-18. If approved, the final dividend will result In cash out flow of Rs.257.67lacs and dividend distribution tax of Rs.52.96 lacs.

DIRECTORS' REPORT

Results of Operations and the State of Company's affairs

Total Revenue during the financial year 2017-18 was Rs. 255.70 lacs against previous year's figure of Rs. 438.80 lacs. The reasons for this steep decrease were less rental income and less income from investments and deposits due to non-occupancy of premises on Ground Floor and lower interest rates. Consequently, the Profit before exceptional items and tax declined to Rs. 26.08 lacs during the financial year 2017-18 as compared to previous year's figure of Rs. 205.33 lacs. The company recorded a net loss of Rs. 37.41 lacs after providing for Rs. 63.35 lacs for Exceptional items and deferred tax provision of Rs. 0.15 lacs during the year 2017-18 against a net profit of Rs. 175.33 lacs during previous year. Total expenses during the year were slightly lower at Rs. 229.62 lacs against Rs. 233.47 lacs during corresponding previous year.

On consolidated basis for the year 2017-18, your company recorded higher profit (before tax) of Rs. 580.47 Lacs as against Rs. 322.35 lacs for the year 2016-17. The net profit after tax is Rs. 226.39 lacs as against previous year's profit of Rs. 200.80 lacs.

Present Business & Future Outlook

The company is pursuing its object of performing functions of a Holding Company by coordinating the policy and administration of existing subsidiary apart from providing infrastructure and related services to its members and contributing to the society by providing summer training to the students of various streams.

Steps are being taken for reduction of expenses and containing of overheads. The Company is quite concerned about the outlook for the Current Year in view of continuing rental vacancies resulting into sharp decline in rental income. It is making all out efforts with major thrust on approaching the prospective tenants by all available means. Simultaneously new business avenues are being explored and evaluated.

Claim of CMC and Counter Claim of the Company

As reported earlier, the Arbitrator had awarded a sum of Rs. 41,10,000/- along with interest @ 12% up to the actual date of payment along with litigation cost of Rs. 5,14,990/- to Tata Consultancy Services Ltd. (TCS Ltd.) (previously known as CMC Ltd.) The aggregate amount comes to Rs. 1,22,69,590/- (interest calculated up to 30.11.2017). The Company challenged the said award in the court of law. Subsequently, the parties mutually reached for one time settlement for a sum of Rs. 95 lacs (all inclusive) by signing the Agreement. Full amount has been paid by the Company to TCS Ltd. in the Hon'ble Court.

Taxation-Appeal on Income Tax Cases

Appeal has been filed by the Company before Income Tax Appellate Tribunal (ITAT) for the assessment year 2005-06 against the order of CIT (A) for seeking relief under sections 11 & 13 of the Income Tax Act, 1961.

For the assessment years 2001-02, 2003-04, 2004-05, the department has filed appeals with Hon'ble Punjab and Haryana High Court, Chandigarh against the order of Appellate Tribunal and the Company is contesting the matter.

Material Changes and commitments, if any, affecting the financial position of the company

No material changes and commitments affecting the financial position of the Company occurred between the end of financial year to which these financial statements relate and the date of this report.

Dividend & Reserves

Your Company paid an interim Dividend of Rs. 80.00 per Equity Share (800%) of the face value of Rs. 10/- each, aggregating to Rs. 51.58 lacs (inclusive of tax on dividend of Rs. 4.22 lacs) for the financial year ended on March 31, 2018. The Directors are pleased to recommend confirmation of the said interim Dividend to be the Final Dividend for the Financial Year 2017-18.

During the year under review, it is proposed to transfer Rs. Nil (previous year Rs. Nil) to General Reserve. An amount of Rs. 2.40 lacs (Previous year Rs. 91.39 lacs) is proposed to be retained as surplus in the Statement of Profit & Loss.

Transfer of Unclaimed Dividend to IEPF

The Unpaid/Unclaimed Dividend for the Financial Year 2009-2010, which remained unpaid for 7 years, were transferred to Investor Education and Protection Fund (IEPF) pursuant to the applicable provisions of the Companies Act, 2013. The names of shareholders, whose unpaid/unclaimed dividends have been transferred to IEPF, have been placed on Company's website www.lse.co.in

Transfer of Shares to IEPF

As per the notification dated 05th September, 2016 and 13th October, 2017 issued by Ministry of Corporate Affairs (MCA), shares of the Shareholders, who have not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund (IEPF) authority account.

As per the General Circular No. 11/06/2017-IEPF dated 16th October, 2017 issued by the Government of India, Ministry of Corporate Affairs, the company has transferred 200 equity shares to Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the rules made thereunder, the Company has transferred in aggregate 200 equity shares of Rs 10/- each to Investor Education and Protection Fund (IEPF) established by the Central Government in respect of which the dividend remained unpaid/unclaimed for a period of seven consecutive years i.e. from 2009-10 till the due date of November 5, 2017 after following the prescribed procedure. The detail of such shares as under:-

Name of the shareholder	No. of shares
Kamal Gupta	200

DIRECTORS' REPORT

In case your shares, unclaimed dividend or deposits etc. have been transferred to IEPF, you can claim the same by making an application directly to IEPF in the prescribed form under the IEPF Rules which is available on the website of IEPF i.e. www.iepf.gov.in.

Consolidated Financial Statement

The audited consolidated financial statement is provided in the Annual Report in accordance with the Companies Act, 2013 and Accounting Standard (AS)–21 on Consolidated Financial Statements issued by The Institute of Chartered Accountants of India.

Subsidiary / Joint Ventures / Associate Companies

Ludhiana Stock and Capital Limited has only one Subsidiary named LSC Securities Limited (Formerly L.S.E Securities Ltd.). No other company became or ceased as subsidiary, joint venture or associate during the year.

A statement containing salient features of financial statements of LSC Securities Ltd. (Formerly L.S.E Securities Ltd.), in the prescribed format AOC-1, is appended as ` **Annexure A** ` to the Board's report. The statement provides the detail of performance and financial position of the Subsidiary.

Performance of Subsidiary:

LSC Securities Limited (Formerly L.S.E Securities Ltd.) is registered as Stockbroker at Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and Metropolitan Stock Exchange of India Limited (MSEI). During the year under review, the Company recorded a business volume of Rs. 8456.38 Crores (Previous year Rs. 6183.81 Crores) and Rs. 2102.26 crores (Previous year Rs. 2066.92 Crores) in Capital Market Segment of NSE and BSE, respectively. It also recorded a business volume of Rs. 160711.26 crores (Previous year Rs. 111503.60 Crores) in the Future and Options segment of NSE Limited. The business volume in Currency Derivatives was 363.28 crores (Previous year Rs. 306.02 Crores) in NSE.

During the year under review, your Subsidiary Company has opened 12 (Previous year 774) new accounts in CDSL and 3129 (Previous year 1114) accounts in NSDL.

During the year under review, your subsidiary has sold 65000 shares of BSE Ltd. @ Rs. 875.77 per share.

Director's Responsibility Statement

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- b. They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of its Profit/Loss for the year ended on that date;
- c. They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. They have prepared the annual accounts for the year ended 31st March, 2018 on a 'going concern' basis; and
- e. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Particulars of Contracts or arrangements with related parties:

All the transactions with related parties during the financial year were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Hence no particulars are required to be given in prescribed Form AOC-2.

Related party disclosures as per AS-18 have been provided in Note – 30 to the financial statements.

The Company has taken approval from shareholders by way of Postal Ballot dated 22.05.2018 to continue the lease or for leasing out the portion of building of the Company and/or/alongwith the other infrastructure or facilities on Arm's length basis to LSC Securities Limited (Subsidiary of the Company).

Corporate Social Responsibility

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

Annual Evaluation of Board

The provisions of section 134(3)(p) relating to annual evaluation of Board, its Committees and of individual Directors are not applicable to Company.

Risk Management

The Board of Directors, from time to time, reviews the risks faced by the Company and the corresponding risk mitigation plans deployed. However, Company has not come across any element of risk which may threaten the existence of the Company.

DIRECTORS' REPORT

Internal Financial Controls

The Company has clear delegation of authority along with set policies and procedures. These are reviewed periodically by the Board of Directors. These measures help in ensuring adequacy of internal financial controls commensurate with the nature and scale of operations of the Company.

Directors & Key Managerial Personnel:

In accordance with the requirements of the Companies Act, 2013 and other applicable provisions, Mr. Vikas Batra (DIN 01964260) and Sh. Kanwal Preet Singh Walia (DIN no. 00266474) Directors retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

Mr. Prem Thapar (DIN 070449831) ceased to be Director w.e.f. 05th July 2018 due to his death. The Directors place on record their deep appreciation for his valuable guidance and assistance received during the tenure as a Director. The Board in its meeting held on 04.08.2018 appointed Sh. Tribhawan Singh Thapar as a Director, pursuant to the Article 62 of the Articles of Association, to fill the casual vacancy caused by death of Sh. Prem Thapar.

Mr. Ved Parkash Gaur (DIN 02439897) and Mr. Ravinder Pal Singh (DIN 01186482) were appointed as Professional Directors by Board of Directors effecting from 14.10.2017 in accordance with the provisions of Articles of Association of the Company and they hold office up to the date of next Annual General Meeting.

Auditors and Auditors' Report

Statutory Auditors

M/s. S. C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 00235N) were appointed as Statutory Auditors of the company in Annual General Meeting held on 30th December, 2014 to hold office till the conclusion of Sixth consecutive Annual General Meeting subject to ratification by shareholders at each Annual General Meeting. Accordingly, their appointment is due to be ratified by shareholders at the ensuing Annual General Meeting.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018, the appointment of Auditors is not required to be ratified by Shareholders. Hence, the ratification of Auditors' is not proposed.

The Auditors have intimated the Company, vide email dated 27.06.2018 about the change in the name of the firm to M/s. SCV & Co. LLP pursuant to its conversion as a Limited Liability Partnership firm.

The change in the name and constitution of the auditor firm would not have any effect on the letters, agreements, instruments, deeds, documents and writings executed by and between the Company and the audit firm and the same would continue to be in full force and effect in accordance with their terms, as if M/s. SCV & Co. LLP were a party to it instead of M/s. S. C. Vasudeva & Co. and all other particulars such as Pan No. & Registration details with ICAI remains unchanged. The identification number with ICAI is now as N000235/N50087 (LLP identification number is added to old firm number)

The Board in its meeting held on 04.04.2018 has noted and taken on record the change in name and status of statutory Auditors.

The Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor

The provisions of Section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the Company.

Disclosure of composition of Audit Committee and providing Vigil Mechanism

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company. Hence, disclosure pursuant to Section 177 (8) & (9) of the Companies Act, 2013 is not required.

Board Meetings

The Board of Directors met 7 (seven) times during the year ended March 31, 2018.

Particulars of Loans, Guarantees or Investments under section 186 of the Companies Act, 2013

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

Conservation of energy, technology absorption and foreign exchange earning & outgo:

The company is not engaged in any activity pertaining to manufacturing and as such furnishing of details regarding conservation of energy is not applicable.

Particulars required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of technology absorption and foreign exchange earning and outgo are Nil.

Extract of Annual Return

The extract of Annual Return as on March 31, 2018 in the prescribed Form No. MGT-9, pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is attached as "**Annexure B**" to this report.

DIRECTORS' REPORT

Information pursuant to Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The statement showing the names of top ten employees in terms of remuneration drawn pursuant to Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure `C`** to this report.

Public Deposits

During the financial year under review, the Company has not accepted any deposits within the meaning of section 73 & 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the Balance Sheet.

Significant and Material Orders

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

Nomination and Remuneration Policy

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

Declaration of Independent Directors

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

Compliance of Provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. No complaint has been received under this Policy during the year 2017-18.

Other Disclosures

- During the year under review, the company has not issued shares with differential voting right nor has granted any stock options or sweat equity. Further the Company neither bought back any of its own shares nor has given any loan to the employees (including KMPs) of the Company for the purchase of the Company shares.
- The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 by the company
- The Auditors have not reported any fraud to the Board under subsection (12) of Section 143 of the Companies Act, 2013.

Acknowledgment

Your directors place on record sincere gratitude and appreciation for all employees at all levels for their hard work and dedication during the year.

The Board of Directors wish to convey its sincere appreciation and thanks to all customers, banks, financial institutions, advisors, government of India, state government and other authorities for their consistent support and co-operation.

The Board is deeply grateful to all the shareholders for the confidence and faith that they have always placed in it.

For and on behalf of the Board of Directors
of Ludhiana Stock and Capital Limited
(Formerly Ludhiana Stock Exchange Limited)

PLACE : LUDHIANA
DATED : 17-08-2018

Sd/-
Jaspal Singh
Vice Chairperson
(DIN - 00458451)

Sd/-
Ashok Kumar
Director
(DIN - 01971376)

FORM AOC-1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
(Pursuant to first provision to sub-section (3) of section 129 read with rules 5 of Companies (Accounts) Rules, 2014)

Part "A" : Subsidiaries

Sr. No.	Rs. in Lacs
Name of the subsidiary	LSC Securities Ltd.*
The date since when subsidiary was acquired	7th January, 2000
Reporting period for the subsidiary concerned if different from the holding Company's reporting period	N.A.
Reporting currency and Exchange rate as on the last of the relevant Financial year in the case of foreign subsidiary	N.A.
Share capital	644.18
Reserves & surplus	1494.78
Total assets	24381.76
Total Liabilities	2242.80**
Investments	100.00
Turnover	917.59***
Profit before taxation	581.04
Provision for taxation (Net)	19.35
Profit after taxation	561.69
Proposed Dividend***	62.03****
% of shareholding	51.71%
Names of the subsidiaries which are yet to commence operations	N.A
Names of subsidiaries which have been liquidated or sold during the year	N.A

* formerly known as L.S.E Securities Limited

**Excluding Share Capital and Reserve & Surplus

***Figures given are of total Revenue earned

****Interim dividend paid during the year including dividend distribution tax thereon. Further Board of Director has Proposed the final dividend of Rs. 4 per share (40%) for the year 2017-18. If approved, the final dividend will result in cash out flow of Rs. 257.67 lacs and dividend distribution tax of Rs. 52.96 lacs.

Part "B" : Associate Companies and Joint Ventures
NIL

For and on behalf of the Board of Directors
of Ludhiana Stock and Capital Limited
(Formerly Ludhiana Stock Exchange Limited)

PLACE : LUDHIANA
DATED : 17-08-2018

Sd/-
Jaspal Singh
Vice Chairperson
(DIN - 00458451)

Sd/-
Ashok Kumar
Director
(DIN - 01971376)

FORM MGT-9

Extract of Annual Return as on Financial Year ended on 31-03-2018

[Pursuant to Section 93(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION & OTHER DETAILS :		
1.	CIN	U67120PB1981PLC004696
2.	Registration Date	17-10-1981
3.	Name of the Company	Ludhiana Stock and Capital Limited (Formerly Ludhiana Stock Exchange Limited)
4.	Category / Sub-category of the Company	Company Limited by Shares/ Non govt Company
5.	Address of the Registered Office & Contact details	Feroze Gandhi Market Ludhiana Ph. No. 0161-405756, 4662014, 4663014, Fax No.: 0161-2404748 E-mail : lse_cs@rediffmail.com, Website : www.lse.co.in
6.	Whether listed company	No
7.	Name, Address & Contact details of the Registrar & Transfer Agent if any,	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi-110062. Ph. No.: 011-29961281, 29961282, Fax : 011-29961284

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	To Co-Ordinate the policy and administration of Subsidiary company and provide Financial/advisory services related thereto	642-Activities of holding companies	

*as per NIC code 2008

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1.	LSC Securities Limited (Formerly L.S.E. Securities Limited SCO 50, 1st Floor, Sector 34-A, Chandigarh.	U67120CH2000PLC023244	Subsidiary	51.71	2(87)

4. SHAREHOLDING PATTERN

(Equity share capital breakup as percentage of Total Equity)

i. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31st March 2017)				No. of Shares held at the end of the year (As on 31st March 2018)				% Change during the year	
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share		
A. Promoters										
(1) Indian										
a) Individual/HUF	230	200	430	0.73%	230	320	550	0.93%	0.21%	
b) Central Govt.	-	-	-	-	-	-	-	-	-	
c) State Govt(s)	-	-	-	-	-	-	-	-	-	
d) Bodies Corp.	-	-	-	-	-	-	-	-	-	
e) Banks /FI	-	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	-	
Sub Total (A) (1)	230	200	430	0.73%	230	320	550	0.93%	0.21%	

DIRECTORS' REPORT (ANNEXURE-B)

(2) Foreign									
a) NRI Individual	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total (A)	230	200	430	0.73%	230	320	550	0.93%	0.21%
(B) Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
(i) Other (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (B) (1)	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies Corp.									
i) Indian	3,302	5,712	9,014	15.23%	3,417	5,402	8,819	14.95%	-0.28%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	25,073	24,683	49,756	84.05%	25,558	24,073	49,631	84.12%	-0.07%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Other (specify)									
Non Residents Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-DR	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	28,375	30,395	58,770	99.27%	28,975	29,475	58,450	99.07%	-0.21%
Total Public (B)	28,375	30,395	58,770	99.27%	28,975	29,475	58,450	99.07%	-0.21%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C+D)	28,605	30,595	59,200	100%	29,205	29,795	59,000	100%	-

*200 Shares transferred to IEPF

DIRECTORS' REPORT (ANNEXURE-B)

ii. Shareholding of promoter								
S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares pledge/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares pledge/ encumbered to total shares	
1.	Mr. Raghubir Chand Singal	190	0.32%	-	190	0.32%	-	-
2.	Mr. Sat Pal Kanwar	240	0.41%	-	240	0.41%	-	-
3.	Mr. B.K. Arora	-	-	-	-	-	-	-
4.	Mr. Shri Paul Jain	-	-	-	-	-	-	-
5.	Mr. Rajinder Nath	-	-	-	-	-	-	-
6.	Mr. Ram Dass Khanna	-	-	-	-	-	-	-
7.	Mr. Subhash Chander Jain	-	-	-	120	0.20%	-	0.20%
iii. Change in Promoters Shareholding (Please specify if there is no change)								
S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
				No. of shares	% of total shares	No. of shares	% of total shares	
1.	At the beginning of the year	01-04-2017		430	0.73%	430	0.73%	
2.	Changes during the year	19-08-2017	Transfer	120	0.20%	550	0.93%	
3.	At the end of the year	31-03-2018		550	0.93%	550	0.93%	
iv. Shareholding pattern of top ten Shareholders (Other than Directors and Holders of GDRs and ADRs) :								
S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
				No. of shares	% of total shares	No. of shares	% of total shares	
1.	Sanjay Anand							
	At the beginning of the year	01-04-2017		300	0.51%	300	0.51%	
	Changes during the year	18-10-2017	Transfer	200	0.34%	500	0.84%	
	At the end of the year	31-03-2018		500	0.84%	500	0.84%	
2.	Bhupinder Kaur*							
	At the beginning of the year	01-04-2017		480	0.81%	480	0.81%	
	Changes during the year		No change	-	-	-	-	
	At the end of the year	31-03-2018		480	0.81%	480	0.81%	
3.	Gopal Das Gupta*							
	At the beginning of the year	01-04-2017		400	0.68%	400	0.68%	
	Changes during the year		No change	-	-	-	-	
	At the end of the year	31-03-2018		400	0.68%	400	0.68%	
4.	Rakesh Gupta*							
	At the beginning of the year	01-04-2017		400	0.68%	400	0.68%	
	Changes during the year		No change	-	-	-	-	
	At the end of the year	31-03-2018		400	0.68%	400	0.68%	
5.	Vijay Kumar Dhir*							
	At the beginning of the year	01-04-2017		400	0.68%	400	0.68%	
	Changes during the year		No change	-	-	-	-	
	At the end of the year	31-03-2018		400	0.68%	400	0.68%	

DIRECTORS' REPORT (ANNEXURE-B)

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
6.	Aruna Mehra*						
	At the beginning of the year	01-04-2017		398	0.67%	398	0.67%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		398	0.67%	398	0.67%
7.	Shridhar Mallawat						
	At the beginning of the year	01-04-2017		195	0.33%	195	0.33%
	Changes during the year	21-10-2017	Transfer	200	0.34%	395	0.67%
	At the end of the year	31-03-2018		395	0.67%	395	0.67%
8.	Babita Sharma*						
	At the beginning of the year	01-04-2017		390	0.66%	390	0.66%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		390	0.66%	390	0.66%
9.	Chanda Kalra*						
	At the beginning of the year	01-04-2017		380	0.64%	380	0.64%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		380	0.64%	380	0.64%
10.	Gala Finance & Investment Ltd.*						
	At the beginning of the year	01-04-2017		579	0.98%	579	0.98%
	Changes during the year	01-08-2017	Transfer	(199)	-0.34%	380	0.64%
	At the end of the year	31-03-2018		380	0.64%	380	0.64%
11.	Peer Investments Pvt. Ltd.*						
	At the beginning of the year	01-04-2017		380	0.64%	380	0.64%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		380	0.64%	380	0.64%
12.	Simmi Uppal*						
	At the beginning of the year	01-04-2017		380	0.64%	380	0.64%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		380	0.64%	380	0.64%

*Common Top ten Shareholder as on 31.03.2017 and 31.03.2018

v. Shareholding of Directors and Key Managerial Personnel

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	Sh. Jagmohan Krishan						
	At the beginning of the year	01-04-2017		200	0.34%	200	0.34%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		200	0.34%	200	0.34%
2.	Sh. Jaspal Singh						
	At the beginning of the year	01-04-2017		10	0.02%	10	0.02%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		10	0.02%	10	0.02%

DIRECTORS' REPORT (ANNEXURE-B)

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
3.	Sh. Vikas Batra						
	At the beginning of the year	01-04-2017		10	0.02%	10	0.02%
	Changes during the year	07-02-2018	Transfer	5	0.01%	15	0.03%
	At the end of the year	31-03-2018		15	0.03%	15	0.03%
4.	Sh. Ashok Kumar						
	At the beginning of the year	01-04-2017		560	0.95%	560	0.95%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		560	0.95%	560	0.95%
5.	*Sh. Prem Thapar						
	At the beginning of the year	01-04-2017		10	0.02%	10	0.02%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		10	0.02%	10	0.02%
6.	Sh. Kanwalpreet Singh Walia						
	At the beginning of the year	01-04-2017		10	0.02%	10	0.02%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		10	0.02%	10	0.02%
7.	Sh. Ravinder Pal Singh						
	At the beginning of the year	01-04-2017		190	0.32%	190	0.32%
	Changes during the year	18-12-2017	Transfer	10	0.02%	200	0.34%
	At the end of the year	31-03-2018		200	0.34%	200	0.34%
8.	Sh. Ved Parkash Gaur						
	At the beginning of the year	01-04-2017		-	-	-	-
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		-	-	-	-
9.	Sh. Tribhawan Singh Thapar*						
	At the beginning of the year	01-04-2017		10	0.02%	10	0.02%
	Changes during the year		No change	-	-	-	-
	At the end of the year	31-03-2018		10	0.02%	10	0.02%

*Sh. Tribhawan Singh Thapar, (DIN No. 00494576) has been appointed on 04.08.2018 as Director in causal vacancy caused by death of Sh. Prem Thapar.

5. Indebtedness

Indebtedness of the company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

DIRECTORS' REPORT (ANNEXURE-B)

Change in Indebtedness during the financial year				
* Addition	-	-	-	-
*Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
6. Remuneration of Directors and Key Managerial Personal				
A) Remuneration to Managing Director, Whole Time Director and /or Manager				
SR	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lacs)
	Name			
	Designation			
1.	Gross Salary			
	a) Salary as per provision contained in section 17 (1) of the Income Tax Act, 1961	-	-	-
	b) value of u/s 17(2) Income Tax Act 1961	-	-	-
	c) profits in lieu of Salary u/s17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- Other, Specify	-	-	-
5.	others (bonus)	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	-	-	-
B) Remuneration to other Directors				
Sr.	Particulars of Remuneration	Name of Directors		Total Amount (Rs/Lacs)
		Sh. Ved Parkash Gaur	Sh. Ravinder Pal Singh	
1.	Independent Directors			
	Fee for attending board committee meetings	17500	17500	35000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	17500	17500	35000
2.	Other Non Executive Directors			
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	17500	17500	35000
	Total Managerial Remuneration	-	-	35000
	Overall ceiling as per the Act	-	-	-

DIRECTORS' REPORT (ANNEXURE-B)

C) Remuneration to Key Managerial Personnel other than MD/Manager /WTD					
Sr.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lacs)
		CEO	CFO	CS	
	Name				
	Designation	CEO	CFO	CS	
1.	Gross Salary				
	a) Salary as per provision contained in section 17 (1) of the Income Tax Act, 1961	-	-	-	-
	b) value of u/s 17(2) Income Tax Act 1961	-	-	-	-
	c) profits in lieu of Salary u/s17(3) Income Tax Act, 1961	-	-	-	-
	Name				
	Designation	CEO	CFO	CS	
2.	Stock option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- Other, Specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	-	-

7. Penalty/Punishment/Compounding of offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees Imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give Details)
A. Company					
Penalty					None
Punishment					
Compounding					
B. Directors					
Penalty					None
Punishment					
Compounding					
C. Other officers in default					
Penalty					None
Punishment					
Compounding					

For and on behalf of the Board of Directors
of Ludhiana Stock and Capital Limited
(Formerly Ludhiana Stock Exchange Limited)

PLACE : LUDHIANA
DATED : 17-08-2018

Sd/-
Jaspal Singh
Vice Chairperson
(DIN - 00458451)

Sd/-
Ashok Kumar
Director
(DIN - 01971376)

DIRECTORS' REPORT (ANNEXURE-C)

Annexure 'C'
Statement of Employee under Rules 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Designation	Remuneration (Rs)	Qualification	Experience (Years)	Date of Commencement of Employment	Age (Year)	Last employment held
1	Gian Chand	Manager (Accounts)	420,533	B.A	37	01.01.2015	61	Hero Steels Ltd.
2	Des Raj	Jr. Engineer	330,831	I.T.I Dip.	26	01.09.1992	53	Oriental Textile Processing Co. Pvt. Ltd.
3	Manjit Singh	Jr. Engineer	294,436	I.T.I Dip.	23	24.08.1995	56	Arihant Textile Industries
4	Narayan Dass	Jr. Executive	266,005	B.A	24	30.11.1993	46	First Employment
5	Ramesh Kumar	Lift Operator	257,406	Under Matric	25	16.12.1992	54	PNB
6	Dhirender Negi	Sr. Technician	249,849	Under Matric	27	03.02.1990	54	First Employment
7	Ram Pujan	Electrician	237,308	Under Matric	26	01.05.1992	49	Amber Electronics
8	Atul Chikersal	Executive	236,936	B.Sc.	17	25.09.2008	48	Neva Garments
9	Gurmail Singh	Sr. Technician	235,447	I.T.I Dip.	29	01.07.1996	50	NFL Bhatinda
10	Kailash Singh	Electrician	198,763	B.A & ITI	26	20.06.2006	47	Asian Lake Health Food

- Notes: (1) The nature of employment in all cases is contractual.
(2) None of the employees mentioned above is relative of any Director of the Company.
(3) None of the employees mentioned above is holding any shares in the Company.

For and on behalf of the Board of Directors
of Ludhiana Stock and Capital Limited
(Formerly Ludhiana Stock Exchange Limited)

PLACE : LUDHIANA
DATED : 17-08-2018

Sd/-
Jaspal Singh
Vice Chairperson
(DIN - 00458451)

Sd/-
Ashok Kumar
Director
(DIN - 01971376)