**Postal Ballot Notice**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘The Act’), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, that the resolution, in relation to the following special business is proposed to be passed by the members through postal ballot:

**TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM UNION TERRITORY OF CHANDIGARH TO THE STATE OF PUNJAB**

The explanatory statement pertaining to the said resolution setting out the material facts concerning each item and the reasons as required in terms of section 102 of the Act, thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors, at its meeting held on 22.02.2019, has appointed Mr. Vineet Mago, Practicing Chartered Accountant, Ludhiana as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the back side of the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer before the close of working hours i.e. 6.00 p.m. on 24th **April, 2019** to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairperson of the Company after the completion of the scrutiny of the postal ballots. The results shall be declared on **26th April, 2019** and would also be displayed on the Company's website at [**WWW.LSE.CO.IN**](http://www.lse.co.in)

In the event, the proposed resolution is assented to by a requisite majority of the members by means of Postal Ballot. It shall be deemed to have been passed on the last date specified for receipt of duly completed postal ballot.

**ITEM NO. 01:- TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM UNION TERRITORY OF CHANDIGARH TO THE STATE OF PUNJAB**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 12 and 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 30 of the Companies (Incorporation) Rules, 2014, and subject to the approval of the Regional Director (Northern Region) or Central Government or any other relevant authority and such other approvals, permissions, consents, sanctions of any regulatory or statutory authorities as may be required in this regard, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from Union Territory of Chandigarh (i.e. from the jurisdiction of the Registrar of Companies, Punjab and Chandigarh) to State of Punjab (i.e to the jurisdiction of Registrar of Companies, Punjab and Chandigarh).”

**“RESOLVED FURTHER THAT** pursuant to Section 13 and 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereto and subject to the confirmation and approval from the Regional Director (Northern Region) or the Central Government, and/or any other applicable approval of any authority if any, the existing Clause II of the Memorandum of Association of the Company be and is hereby substituted and replaced as hereunder

II. The Registered Office of the Company will be situated in the State of Punjab.”

**“RESOLVED FURTHER THAT** after obtaining necessary and requisite permission / approval of change of Registered Office of the Company from the Regional Director or Central Government or such other authority as may be required, the Registered Office of the Company be shifted from ‘SCO 50, First Floor, Sector 34-A, Chandigarh to First Floor, LSE Building, Feroze Gandhi Market, Ludhiana-141001, Punjab.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board be and are hereby authorised to file applications/ petitions, issue notices, advertisements, appoint counsels, appoint practicing Company Secretary, appoint consultants, obtain order for shifting of the Registered Office, agree to make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval/consent, as may be considered necessary and take such steps and to do such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

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| **Place: Chandigarh** **Dated: 22.02.2019**  | **By Order of the Board of Directors** **For LSC Securities Limited****JASPAL SINGH** **CHAIRPERSON** **(DIN: 00458451)** |

**NOTES:**

1. An Explanatory statement pursuant to Section 102 of the Act setting out material facts and reasons for the proposed special resolutions is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as on 15.03.2019 received from our Registrar and Transfer Agent i.e. M/s **Beetal Financial & Computer Services Pvt. Ltd**.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on March 15, 2019 will be considered for the purpose of voting.
4. The result of the Postal Ballot will be declared on Friday, 26.04.2019 at 4.00 P.M. at the Registered Office of the Company and shall also be posted, along with the scrutinizer’s report, on the Company's website [WWW.LSE.CO.IN](http://www.lse.co.in)
5. A copy of each of all the material documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 09.30 A.M. to 6.00 P.M on any working day till the last date for receiving Postal Ballot Forms by scrutinizer i.e. 24.04.2019.
6. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed if these have been passed at a General Meeting of the Members.
8. A member cannot exercise his vote by Proxy on Postal Ballot.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 1: TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM UNION TERRITORY OF CHANDIGARH TO THE STATE OF PUNJAB

The Registered Office of the Company is presently situated in Union Territory of Chandigarh at SCO 50, First Floor, Sector 34-A. It is proposed to shift the Registered Office of the Company to the District of Ludhiana in the State of Punjab for ease of administration and to enable the Company to handle its business activities more efficiently and run its business more economically, effectively and conveniently. The shifting of the Registered Office as aforesaid would in no way be detrimental to the interest of any member of the public, employees, shareholders and associates of the Company in any manner. The Jurisdiction of Registrar of Companies will not change with proposed change in Registered Office of the Company and will remain the same i.e under the jurisdiction of Registrar of Companies, Punjab and Chandigarh.

The Board of Directors in their meeting held on 22.02.2019 have approved the shifting of the Registered Office subject to the approval of Shareholders, Central Government and other requisite approvals, from SCO 50, First Floor, Sector 34-A, Chandigarh to Ludhiana, Punjab

Pursuant to the provisions of Section 12, 13 and 110 of the Companies Act, 2013 and the Rules thereunder, shifting of the Registered Office of the Company from one State to another and consequent alterations to the Memorandum of Association of the Company requires the approval of the members by way of Special Resolution, which would be subject to the approval of Regional Director or Central Government. Further pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Special Resolution of shifting of Registered Office of the Company from one State to another is required to be passed by way of Postal ballot.

Subsequent to the approval of the members, the requisite application will be made to the concerned statutory authorities including inter-alia Regional Director / Central Government / Ministry of Corporate Affairs for the permission/approval of the change of the place of the Registered Office.

All documents referred to in the Notice and Explanatory Statement are open for inspection. The copy of the Memorandum of Association and Articles of Association of the Company as on date along with the proposed amendments and the list of creditors will be open for inspection at the present Registered Office of the Company on all working days (Monday to Saturday) between 9.30 A.M. to 6:00 P.M. up to 24.04.2019 (i.e. the last date for receiving Postal Ballot forms by Scrutinizer)

Your Board of Directors recommended passing of resolution set out in Item No. 1 as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as Members to the extent of their shareholding in the Company.

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| **Place: Chandigarh** **Dated: 22.02.2019**  | **By Order of the Board of Directors** **For LSC Securities Limited****JASPAL SINGH** **CHAIRPERSON** **(DIN: 00458451)** |

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|  |  **LSC SECURITIES LIMITED Sr. No.\_\_\_\_\_\_\_\_** **(Formerly: L.S.E. Securities Limited)** **CIN- U67120CH2000PLC023244****Registered office: - SCO 50, First Floor, Sector 34-A, Chandigarh.****Tel:-****0172-5065459** **Email:- CS@LSESL.COM** **Website:-**[**WWW.LSE.CO.IN**](http://www.lse.co.in) |

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| **POSTAL BALLOT FORM** |

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| --- | --- |
| 1. | Name and Registered Address of the sole/First Named Member  |
| 2 | Name(s) of the joint holder(s) (if any)  |  |
| 3 | Registered Folio No./DP ID No. and Client No.\* (Applicable to Investors holding shares in dematerialized form) |  |
| 4 | Number of Equity Share(s) held |  |

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the notice of the Company, by conveying my/our assent or dissent to the said resolution by placing tick (√) mark in the appropriate box below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Item No.**  | **Description of Special Resolution**  | **No. of Equity Shares** | **I/We assent to the Resolution (FOR)Please Tick(√)** | **I/We dissent to the****Resolution(AGAINST)Please Tick(√)** |
| 1. | **TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM UNION TERRITORY OF CHANDIGARH TO THE STATE OF PUNJAB** |  |  |  |

Place: Telephone No. / Mobile No:

Date: Email ID: -

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Signature of the Member)

**Note**:

1. Please read the instructions carefully before exercising your vote.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is **April 24th 2019.**

**INSTRUCTIONS**

1. There will be one Postal Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
2. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 15.03.2019. Voting rights in the Postal Ballot cannot be exercised by a proxy.
3. Members desiring to cast their vote by Postal Ballot may complete and sign this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However envelopes containing Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
4. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the Company or the Depository Participant**,** in respect of shares held in physical form or dematerialised form, respectively.
5. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member.
6. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney**.**
7. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected.
8. Duly completed Postal Ballot Form(s) should reach the Scrutinizer before the close of working hours i.e. 6.00 p.m. on 24th April, 2019. Postal Ballot Forms received after this date will be considered that no reply from such member has been received.
9. A Member seeking duplicate Postal Ballot Form, if required or having any grievance pertaining to the Postal Ballot process can write to Mr. Shiv Ram Mishra, Company Secretary of the Company at his e-mail at CS@LSESL.COM.
10. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. They are also requested not to write anything on Postal Ballot form except giving their assent or dissent and putting their signature.
11. The Scrutinizer’s decision on the validity of a postal ballot shall be final.

***LSC SECURITIES LIMITED***

***(Formerly: L.S.E. Securities Limited)***

***CIN- U67120CH2000PLC023244***

***Registered office: - SCO 50, First Floor, Sector 34-A, Chandigarh***

**Tel:**- ***0172-5065459,***

***Email:-CS@LSESL.COM***

***Website:-***[**WWW.LSE.CO.IN**](http://www.lse.co.in)

 **Corporate Office: First Floor, LSE Building, Feroze Gandhi Market,**

 **Ludhiana-141001, Tel:-0161-5021018**