



LUDHIANA STOCK AND CAPITAL LIMITED

(Formerly Ludhiana Stock Exchange Limited)

CIN- U67120PB1981PLC004696

Registered office:- Feroze Gandhi Market, Ludhiana-141001

Tel:- 0161-2405756, email:- lse_cs@rediffmail.com,

Website:- www.lse.co.in

Notice of Postal Ballot (Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014)

Dear Member(s)

NOTICE is hereby given that consent of the shareholders is sought by way of **Special Resolution** to alter the Object Clause in the Memorandum of Association of the company in terms of Section 13 and other applicable provisions of the Companies Act, 2013 and to commence and carry on all or any of the business as mentioned in the proposed alterations in clause III of the Memorandum of Association of the Company.

In accordance with Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 the consent of shareholders is sought by way of Postal Ballot. Accordingly, draft resolution for the aforesaid purposes and the statement of material facts with reference thereto are enclosed along with a Postal Ballot Form for your consideration.

The Company is desirous of seeking your consent for such proposal as contained in the resolution appended below. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons there of, is also annexed herewith. The said Special Resolution along with the Explanatory Statement is being sent to you along with Postal Ballot Form for your consideration. The Board of Directors of your Company has appointed Mr. Karan Narang practicing Company Secretary of M/s Karan Narang & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the Scrutinizer before the close of working hours on 22nd day of April, 2017 at the Company's office at 1st Floor, LSE Building, Feroze Gandhi Market, Ludhiana-141001. Please note that if any form is received after 22.04.2017, the same shall not be accepted and it will be considered as no reply is received.

Upon completion of the scrutiny of the postal ballot forms, the Scrutinizer will submit his report to the Chairman of the Company. The Chairman or any Director authorised by him, shall announce the result of the Postal Ballot at the Registered Office of the Company on 26th day of April, 2017 and also by placing it, along with the scrutinizer's report, on the website of the company www.lse.co.in. The date of declaration of result of the Postal Ballot shall be deemed to be date of the General Meeting and the date of passing of proposed Resolution.

SPECIAL BUSINESS

Change in object clause of the Memorandum of association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders be and is hereby accorded, subject to the approval of the Registrar of Companies, Punjab & Chandigarh to append following sub clause (3) after sub clause (2) of clause III (A) of the Memorandum of Association of Company:

(3) To carry on the business of retail and institutional distribution of the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds or any financial institution/Corporate and/or to provide advisory and/or consultancy services for investments, financial services, consultancy, render corporate advisory services and/or pursue such other activities as may be necessary for attainment of these purposes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment without seeking any further approval from members of the company."

**By Order of the Board of Directors
For Ludhiana Stock and Capital Limited**

Place: Ludhiana
Date:- 10.03.2017

**Jagmohan Krishan
Chairperson
(DIN No.01127557)**

NOTES :

1. The Explanatory statement setting out material facts and reasons for the proposed special resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent to all the shareholders, whose name appear on the Company's Register of Members as on 17.03.2017.
3. The Board of Directors of the Company has appointed Mr. Karan Narang practising Company secretary of M/s Karan Narang & Associates, Company Secretaries, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to the authorised Director of the Company.
4. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the authorised Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions.
5. The result of the Postal Ballot will be declared on 26.04.2017 at 2.30 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.
6. 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 10.30 a.m. to 12.30 p.m on any working day till the last date for receiving Postal Ballot Forms by scrutinizer i.e 22.04.2017.
7. 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.
8. Resolution passed by the Members through Postal Ballot is deemed to have been passed if they have been passed at a General Meeting of the Members.
9. A member can not exercise his vote by Proxy on Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 and other applicable provisions, if any, of the Companies Act, 2013 the following Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 10.03.2017.

Ludhiana Stock and Capital Limited (formerly Ludhiana Stock Exchange Limited) hereinafter referred to as company was got incorporated in 1981 to act as a Regional Stock Exchange. It ceased to be a Stock Exchange pursuant to Securities and Exchange Board of India (SEBI) Exit Order No. WTM/RKA/MRD/166/2014 dated December 30, 2014. In terms of the Exit Order, the name of the Company was changed from "Ludhiana Stock Exchange limited" to "Ludhiana Stock and Capital Limited". The Company also adopted new set of Articles of Association incorporating the changes as required by the Exit Order and Provisions of the Companies Act, 2013.

Presently the Company is pursuing its object of performing functions of a holding company by coordinating the policy and administration of existing subsidiary. The Board has been actively engaged in the process identifying a new business avenue of the Company. It also constituted a Committee of eminent members titled as `Business Development Committee` in order to explore the new business avenues for the Company. The said Committee has recommended that the Company should take up the business of acting as Mutual funds Intermediary.

The Board of Directors in its meeting held on 10th Day of March, 2017 discussed the need of changing the main object of the Company to diversify in the field of Mutual Fund intermediary services.

The proposed business activities can be conveniently and advantageously combined with the existing resources of the Company.

In order to enable the company to do so, it is required to alter the Object clause of the Memorandum of Association of the Company so as to include the said business.

In terms of Section 110 of the companies Act, 2013 and Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, approval of members by way of special Resolution is sought through postal ballot for alteration of Object Clause of Memorandum of Association of the Company.

A copy of the existing Memorandum of Association and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days between 10.30 a.m. to 12.30 p.m. upto the last date for receiving the postal ballot forms.

The resolution of the Notice is recommended for your approval through Postal Ballot.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company.

**By Order of the Board of Directors
For Ludhiana Stock and Capital Limited**

**Jagmohan Krishan
Chairperson
(DIN No.01127557)**

**Place:- Ludhiana
Date:- 10.03.2017**