

LUDHIANA COMMODITIES TRADING SERVICES LIMITED
CIN-U74999CH2003PLC026455
Regd Office: SCO - 142/ 143, 4th Floor, Cabin No. 111, Sector 34A,
Chandigarh - 160022
Corporate office: 1st Floor, Ludhiana Stock Exchange Building, Feroze
Gandhi Market, Ludhiana - 141001

NOTICE

Notice is hereby given that an **Extra Ordinary General Meeting** of the Members of **Ludhiana Commodities Trading Services Limited** will be held on **Saturday, the 10th day of July, 2021 at 1.00 PM** at **Corporate office of the Company at First Floor, Ludhiana Stock Exchange Building, Feroze Gandhi Market, Ludhiana - 141001**, to transact the following business as Special Business:

ITEM NO. 1

ALTERATION OF ARTICLES 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 14 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, the Articles Association of the Company be altered as under:

Existing article 94 be deleted and substituted with the following new article:

The Board of Directors of the company may appoint three Directors from amongst the public, to be named as "Public Representative Directors" who will be eminent people having experience in Administration/Academics or other fields. Public Representative Directors appointed shall hold office for a period of one year from the date of assumption of office or till the Annual General Meeting of the company whichever is earlier. Further the members of the company will elect Eight Directors on the Board who will be from amongst the shareholders of the company and shall be liable to retire by rotation and minimum of 1/3rd of the elected Directors shall retire by rotation at every Annual General Meeting. The Chief Executive Officer of the company will be on the Board of the company and he shall not be liable to retire by rotation.

ITEM NO. 2

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

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 Sections 12, 13 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments or re-enactment thereof) (the **“Act”**) 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 (power delegated to Regional Director) 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 the State of Punjab (i.e to the jurisdiction of Registrar of Companies, Punjab and Chandigarh).”

“RESOLVED 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 (power delegated to Regional Director) 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 (Northern Region) or the Central Government (power delegated to Regional Director) or such other authority as may be required, the Registered Office of the Company be shifted from ‘SCO 142-143, 4th Floor, Cabin - 111, Sector 34-A, Chandigarh - 160 022 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 authorized by the Board be and are hereby authorized 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.”

**By Order of the Board of Directors
For Ludhiana Commodities Trading Services Limited**

Sd/-

Place: Ludhiana
Dated: 12.06.2021

(DheerajGhai)
Director
DIN:02832228

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. PROXY FORM, IN ORDER TO BE MADE EFFECTIVE, MUST BE DEPOSITED WITH THE REGISTERED OFFICE OF THE COMPANY DULY EXECUTED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF EXTRA ORDINARY GENERAL MEETING(EOGM).

2.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 of the total share capital of the Company. A member holding more than ten percent 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.

3. Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of Items No. 1 and 2 of Special Business is annexed hereto and forms part of this notice.

4. Documents referred to in the notice are open for inspection at the registered office of the company on all working days, except holidays, between 10.00 a.m. to 12.00 a.m. up to the date of the Extra Ordinary General Meeting.

5. Corporate Members are requested to send duly certified copy of the Board Resolution, pursuant to section 113 of Companies Act, 2013, authorising their representative to attend and vote at the Extra Ordinary General Meeting.

6. All corresponding regarding shares of the Company should be addressed to the Company's Registrar and Transfer Agent (RTA), M/s. Beetal Financial & Computer Services Pvt. Ltd., "Beetal House", 3rd Floor, 99, Madangir, B/H Local Shopping Centre, New Delhi-110 062.

7. 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.

8. Members are requested to quote their full names as per Company's record, email IDs, Contact No, Folio Nos./ DP and Client ID as the case may be , in all correspondence with the company and for prompt reply for their queries.

9.For Convenient and proper conduct of Meeting, Members / Proxies should bring Attendance Slip / Proxy Form that are annexed to herewith for entry to the place of meeting and handover the same at the entrance of venue of the meeting.

10. All relevant documents shall be produced at the commencement of the Meeting and shall remain open and accessible during the continuance of the Meeting.

11. The Notice of Extra Ordinary General Meeting along with Attendance Slip and Proxy Form is also available on website of the Company www.ludhianacommodities.com.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 CONCERNING ITEM NOS 1& 2 OF SPECIAL BUSINESS (As Part of Notice):

FOR ITEM NO 1

The Existing Article 94 of Articles of Association relates to the appointment of Public Representative Directors. In view of the change in relevant provisions in the rules related to appointment of such Directors, the company is not in a position to appoint such persons who fully comply with such amended Rules. As such it is proposed to alter this Article 94 by deleting the existing Article and substituting with new Article 94 as stated in the Resolution at item No 1 above. As such this resolution is recommended for approval by the shareholders.

MEMORANDUM OF INTEREST

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

FOR ITEM NO 2

The Registered Office of the Company is presently situated in Union Territory of Chandigarh at SCO 142-143, 4th Floor, Cabin -111, Sector 34-A. It is proposed to shift the Registered Office of the Company to State of Punjab in the District of Ludhiana 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 the 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 12-06-2021 have approved the shifting of the Registered Office subject to the approval of Shareholders, Regional Director (Northern Region) or Central Government (power delegated to Regional Director) and other requisite authorities, if any, from SCO 142-143, 4th Floor, Cabin - 111, Sector 34-A, Chandigarh - 160 022 to First Floor, LSE Building, Feroze Gandhi Market, Ludhiana-141001, Punjab.

Pursuant to the provisions of Sections 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 (Northern Region) or Central Government (power delegated to Regional Director) or such other authority as may be required.

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 at the present Registered Office of the Company on all working days (Monday to Saturday) between 10.00 A.M. to 12:00 P.M. up to 10th July, 2021 (i.e. the date of Extra Ordinary General Meeting).

Your Board of Directors recommends passing of this resolution as Special Resolution.

MEMORANDUM OF INTEREST

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

**By Order of the Board of Directors
For Ludhiana Commodities Trading Services Limited**

Sd/-

Place: Ludhiana

Dated: 12.06.2021

(Dheeraj Ghai)

Director

DIN:02832228

