

NOTICE

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting of FY 2025-26 of the Members of Ludhiana Commodities Trading Services Limited (“the Company”) is scheduled to be held on Saturday, the 12th day of April, 2025 at 1:00 p.m. (IST) at the Registered Office of the Company situated at 1st Floor, Ludhiana Stock Exchange Building, Feroze Gandhi Market, Ludhiana – 141001 to transact the following businesses:

Special Business:

Item No. 1

To consider and approve authorization of Buyback of Equity Shares 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 Article 58 of the articles of association of the Company and the provisions of sections 68, 69, 70, 100 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, as amended or any statutory modification(s) or re-enactment thereof and subject to such approvals, permissions and sanctions as may be required, consent of the members of the Company be and is hereby accorded for buyback of up to 529819 (Five Lakh Twenty-Nine Thousand Eight Hundred Nineteen only) fully paid up equity shares of the face value of Rs. 10/- (Rupees Ten Only) each representing not exceeding ~ 25% of the total paid up equity share capital (hereinafter referred to as the “**Equity Shares**” or “**Shares**”) at the price of INR 16/- (Rupees Sixteen Only) per Equity Share payable in cash (“**Buyback Price**”) for an aggregate total consideration amount not exceeding INR 84,77,104/- (Rupees Eighty Four Lakh Seventy-Seven Thousand One Hundred Four Only) (“**Buyback Offer Size**”), which is upto 25% of the aggregate of the paid-up share capital and free reserves (including securities premium account) of the Company as per Valuation Report based upon the Financial Statements of the Company for the period ended on 30 September 2024, securities premium account of the Company or such other source as may be permitted by the Act and by the members of the Company (such proposed buyback, “**Buyback**”);

RESOLVED FURTHER THAT the Company may buy-back Shares from the existing members of the Company and on such terms and conditions as the Board may decide from time to time at its absolute discretion;

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board to split the Equity Share certificates and issue a new consolidated Equity Share certificate for the unaccepted/remaining Equity Shares which are not accepted/not tendered for the Buyback as may be expedient or appropriate to give effect to Buyback;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Key Managerial Personnel / Officer(s) / Authorised Representative(s) / Committee of the Company in order to give effect to the aforesaid resolution, including but not limited to:

- finalizing/ modifying the terms of the Buyback, as may be permissible under the law;
- the appointment of advisor(s)/consultant(s) as may be required, for the implementation of the Buyback and decide and settle the remuneration for such persons/ advisors/ consultants;
- to initiate all necessary actions for preparation, signing, issuing and filing of the Letter of Offer and all other documents with respect to the Buyback with the appropriate authorities, as may be required;
- to obtain all necessary certificates and reports from the Statutory Auditors and other third parties as may be required under applicable laws;
- to verify offer/acceptances received, to finalize basis of acceptance, to pay to the member's consideration for shares bought back pursuant to the Buyback;
- to adopt the text of Letter of Offer and all offer documents with respect to the Buyback, whether before or after the Buyback and any revision thereto;
- to open, operate and close the separate bank account and Demat Account for Buyback and to decide authorized signatories to such account;
- for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buyback.
- to determine, finalise and pay tax on buyback, and
- to provide, finalise, execute, and file such other undertakings, agreements, documents, and correspondence, in connection with the Buyback with the Reserve Bank of India, Registrar of Companies or other authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects

By Order of the Board
Ludhiana Commodities Trading Services Limited

Date: 13.03.2025
Place: Ludhiana

Sd/-
(Dheeraj Ghai)
Director
DIN: 02832228

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. Proxies, to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
3. Corporate Members are requested to e-mail the company a duly certified copy of the Board Resolution or Power of Attorney authorizing its representatives who would be attending & voting in the said EGM together with their respective specimen signatures in accordance with Section 113 of the Companies Act, 2013.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed to this Notice.
5. All the documents, as required under the Companies Act, 2013 read with rules framed thereunder shall be placed at the Meeting for inspection by Members (including their authorized representatives) and shall also be available for inspection at the Registered Office of the Company during business hours.
6. Pursuant to Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India (ICSI), route map of the venue of the meeting is enclosed

By Order of the Board
Ludhiana Commodities Trading Services Limited

Sd/-
(Dheeraj Ghai)
Director
DIN: 02832228

Date: 13.03.2025
Place: Ludhiana

EXPLANATORY STATEMENT

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 1 in the accompanying Notice of the Extra-ordinary General Meeting.

Item No. 1

The members are hereby informed that pursuant to Article 58 of the articles of association of the Company and the provisions of sections 68, 69, 70, 100 of the Companies Act, 2013, as amended (“**Act**”) and applicable rules made thereunder including any other provisions of the Act as may be applicable, the Company is proposing buyback of up to 529819 (Five Lakh Twenty Nine Thousand Eight Hundred Nineteen only) fully paid-up equity shares of the face value of Rs. 10/- (Rupees Ten Only) each representing not exceeding 25% of the total paid up equity share capital of the Company at the price of INR 16/- (Rupees Sixteen Only) per equity share payable in cash aggregating to total amount not exceeding Rs. 84,77,104/- (Rupees Eighty Lakh Seventy Seven Thousand One Hundred Four Only) (hereinafter referred to as “**Buyback**”).

The said aggregate amount is upto 25% of the aggregate of the paid-up share capital and free reserves (including securities premium account) of the Company as per Valuation Report based upon the Financial Statements of the Company for the period ended on 30 September 2024. The said Buyback is proposed to be funded out of the Paid-up Share Capital and Free Reserves. The Buyback was approved by the Board of Directors of the Company at its meeting held on 13th March 2025.

Further, as per the above-mentioned provisions of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, this explanatory statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the proposed special resolution for the Buyback by the Company as under:

a) Objective of the Buyback:

The Buyback is being undertaken by the Company to return funds to the equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost efficient manner. The Buyback is being undertaken for the following reasons:

- i. The Buyback will help the Company to distribute cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- ii. The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and
- iii. The Buyback gives an option to the Eligible Sellers to either choose to participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback or choose not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

iv. Buy-back will provide opportunity to shareholders for rationalizing their holdings in the Company.

b) Method to be adopted for the Buyback, class of shares intended to be purchased and number of shares to be purchased:

The Company will buyback 529819 (Five Lakh Twenty Nine Thousand Eight Hundred Nineteen only) fully paid-up equity shares of the face value of Rs. 10/- (Rupees Ten Only) each at the price of INR 16/- (Rupees Sixteen Only) per equity share payable in cash aggregating to total amount not exceeding Rs. 84,77,104/- (Rupees Eighty Four Lakh Seventy Seven Thousand One Hundred Four only) from the existing shareholder(s) of the Company.

The Buyback will be implemented in accordance with the Act and applicable rules thereunder and on such terms and conditions as may be deemed fit by the Company. The Company will send a Letter of Offer to the existing shareholder(s) of the Company containing the details of the Buyback.

Detailed instructions for participation in the Buyback as well as the relevant timetable will be included in the Letter of Offer which will be sent to the members in due course and in compliance with the provisions of the Act and the applicable rules thereunder.

c) The price per equity share, maximum price of the Buyback and the basis of arriving at the Buyback price:

The equity shares of the Company are proposed to be bought back at a price of INR 16/- (Rupees Sixteen only) per equity share ("**Buyback Price**") as determined by the Company using a Valuation Report from an independent valuer, i.e. Ms. Sonia Maingi, having IBBI Registration No. IBBI/RV/03/2022/14562.

The Buyback Price has been arrived at after considering various factors reflected in Unaudited/Provisional Financial Statements of the Company for the six months ended on September 30, 2024, the Business Projections as compared to the Peer Companies and also the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

d) The time-limit for the completion of Buyback:

The Buyback shall be completed within one year or earlier as may be determined by the Board at its discretion.

e) **Details of aggregate shareholding in the Company of the Promoters and Directors as on the date of this notice are as below:**

Name of Shareholder	Status	No. of Shares	%age of shareholding
Sh. Sanjeev Gupta	Director	18420	0.87
Sh. Tribhawan Singh Thapar	Director	18420	0.87
Sh. Baldev Raj Kalra	Director	245	0.01
Sh. Dheeraj Ghai	Director	18420	0.87
Sh. Arjan Dass	Director	18420	0.87
Sh. Pankaj Kumar Gupta	Director	18420	0.87
Sh. Rajan Bedi	Director	18420	0.87
Sh. Manoj Kumar	Director	18420	0.87
Sh. Rajnish Garg	Promoter	122	0.01
Sh. Harjit Singh Sidhu	Promoter	122	0.01
Sh. Harish Chhabra	Promoter	122	0.01
Sh. Prakash Chand Goyal	Promoter	122	0.01
Sh. Jaspal Singh	Promoter	122	0.01
Sh. Manoj Sarna	Promoter	100	0.005
Sh. M. A. Zahir	Promoter	122	0.01
Sh. Dina Nath Sharma	Promoter	122	0.01
Total		130139	6.14

NOTE: 1

- No promoters, directors of the promoters, directors and key managerial personnel of the Company have purchased or sold equity shares during a period of twelve months preceding the date of the board meeting and date of notice convening the general meeting

f) **The maximum and minimum price at which purchases and sales referred to in sub-clause (i) were made along with the relevant date:**

In view of the Note 1 mentioned above, the clause f is not applicable.

- g) The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- h) The Board of Directors of the Company has confirmed that they have made full inquiry into the affairs and prospects of the Company and they have formed the opinion that:

- i. Immediately following the date of this Board Meeting, i.e., March 13, 2025, and following the date shareholders meeting with regard to Buyback, there will be no grounds on which the Company can be found unable to pay its debts;
 - ii. As regards the Company's prospects for the year immediately following the date of this Board Meeting at which the proposal for Buyback was approved by the Board, i.e. March 13, 2025, and following the date of shareholders meeting with regard to Buyback and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and shareholders meeting at which the proposal for Buyback was approved; and
 - iii. In forming their opinion aforesaid, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Act (including prospective and contingent liabilities).
- i) The text of the report of M/s. Anoop K.Goel & Co, the Statutory Auditors of the Company, dated March 13, 2025 addressed to the Board of Directors of the Company is reproduced below:

The Board of Directors,
Ludhiana Commodities Trading Services Limited
1st Floor, Ludhiana Stock Exchange Building,
Feroze Gandhi Market,
Ludhiana - 141001

13th March 2025

Independent Auditor's Report in respect of proposed buy back of equity shares by Ludhiana Commodities Trading Services Limited as per Clause (n) to Rule 17 of The Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") read with Section 68 of the Companies Act, 2013 ("the Act"), as amended

1. This Report is issued in accordance with the terms of our engagement letter dated 04.02.2025.
2. The Board of Directors of Ludhiana Commodities Trading Services Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on 13th March 2025, in pursuance of section 68, 69 and 70 of the Act and the Rules.
3. The accompanying Statement of permissible capital payment (including Securities Premium) ("Annexure A") as at 30th September 2024 (hereinafter referred to as the "Statement") is prepared by the management of the Company, which we have signed for identification purposes only.

Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2)(c) of the Act and ensuring compliance with Section 68, 69 and 70 of the Act and the Rules is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, Rules and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its liabilities from the date of Board meeting approving the buyback of its equity shares i.e. 13 March 2025 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.

Auditors' Responsibility

6. Pursuant to the requirements of the Rules, it is our responsibility to provide a reasonable assurance whether:
 - i. we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements of the Company for the year ended 31 March 2024;
 - ii. the amount of the permissible capital payment (including Securities Premium) as stated in Annexure A prepared by the management of the Company for the proposed buy-back of equity shares is properly determined considering the audited standalone financial statements in accordance with Section 68(2)(c) of the Act and
 - iii. the Board of Directors of the Company in their meeting dated 13 March 2025 have formed the opinion as specified in clause (m) to Rule 17 of the Rules on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of board resolution dated 13 March 2025.
7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - i. Inquired into the state of affairs of the Company with reference to the unaudited standalone financial statements;
 - ii. Examined that the amount of permissible capital payment (including Securities Premium) for the buy back as detailed in Annexure A prepared by the management of the Company is in accordance with the provisions of Section 68(2)(c) of the Act;
 - iii. Traced the amounts of paid-up equity share capital, securities premium and retained earnings as mentioned in Annexure A prepared by the management of the Company

from the unaudited standalone financial statements as at 30 September 2024;

- iv. Examined that the Buy Back approved by Board of Directors in its meeting held on 13th March 2025 is authorized by the Articles of Association of the Company;
 - v. Examined that all the shares for buy-back are fully paid-up;
 - vi. Verified the arithmetical accuracy of the amounts mentioned in Annexure A prepared by the management of the Company;
 - vii. Obtained declaration of solvency as approved by the board of directors on 13 March 2025 pursuant to the requirements of clause (m) to Rule 17 of the Rules; and
 - viii. Obtained appropriate representations from the Management of the Company.
8. The standalone financial statements referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, has been approved by the Board of Directors in their meeting held on 13th March 2025 and is pending shareholders' approval. These standalone financial statements have been audited by previous Auditors M/s Bhakoo & Associates, Chartered Accountants and we have issued an unmodified opinion vide our report dated 13th March 2025.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Opinion

10. Based on our performance of the aforesaid procedures, we report that:
- i. we have inquired into the state of affairs of the Company with reference to its audited standalone financial statements as at and for the year ended 31 March 2024;
 - ii. the Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding Rs. 84,77,104 (Rupees Eighty-Four Lakhs Seventy-Seven Thousand One Hundred Four Only) ("Buyback Offer Size") at a price not exceeding Rs. 16/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including Securities Premium) towards the proposed buyback of equity shares as computed in Annexure A prepared by the management of the Company, has been properly determined in accordance with Section 68(2)(c) of the Act; and
 - iii. the Board of Directors of the Company in their meeting held on 13th March 2025 have formed their opinion, as specified in clause (m) to Rule 17 of the Rules, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board resolution dated 13th March 2025.

Restriction on use

11. The Report has been issued at the request of the management of the Company solely for the purpose of the Company's compliance with the Act and the Rules for submission to the Registrar of Companies and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Anoop K.Goel & Co**
Chartered Accountants
Firm's Registration No: 016327N

Sd/-
(Anoop Kumar)
Proprietor
Place:Ludhiana

Enclosures: Statement (signed for identification purpose only)

Annexure A

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares ("the Statement") in accordance with Section 68(2) of the Companies Act, 2013 ("the Act"), based on the unaudited standalone financial statements as at 30 September 2024.

(Rs.)

Particulars	Amount as per Unaudited Standalone Financial Statements
Paid up equity share capital (2119275 equity shares of Rs. 10/- each)	2,11,92,750.00
Free reserves (includes General Reserves, Securities Premium and Surplus of P&L)	1,27,76,783.67
Total paid up equity share capital and free reserves as at 30 September 2024	3,39,69,533.67
Total Borrowing outstanding as at 30.09.2024	0.00
Debt Equity Ratio Before Buy-back	0.00
Proposed Buy-Back assuming maximum permissible amount as per section 68 (2)(c) of the Act	84,77,104.00
Debt Equity Ratio post buy-back required to be less than 2:1 as per section 68(2)(d) of the Act	0.00
Maximum amount permissible for buyback as per the Act (i.e. not more than 25% of aggregate of fully paid up equity share capital and free reserves as per unaudited standalone financial statements as of 30.09.2024)	84,77,104.00
Maximum amount permitted by Board Resolution dated 13th March 2025 approving buy-back, subject to shareholders' approval, based on the unaudited accounts as at 30.09.2024	84,77,104.00

For **Ludhiana Commodities Trading Services Limited**

Sd/-
(Dheeraj Ghai)
Director

Date: 13.03.2025

Place: Ludhiana

- j) The Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the equity shares which are purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent unaudited financial statements.

Pursuant to the applicable provisions of the Act, the Board recommends passing of the Special Resolution as set out in Item No. 1 of the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested, either directly or indirectly in passing of the said resolution except to in the capacity of their respective shareholding participating in the Buyback.

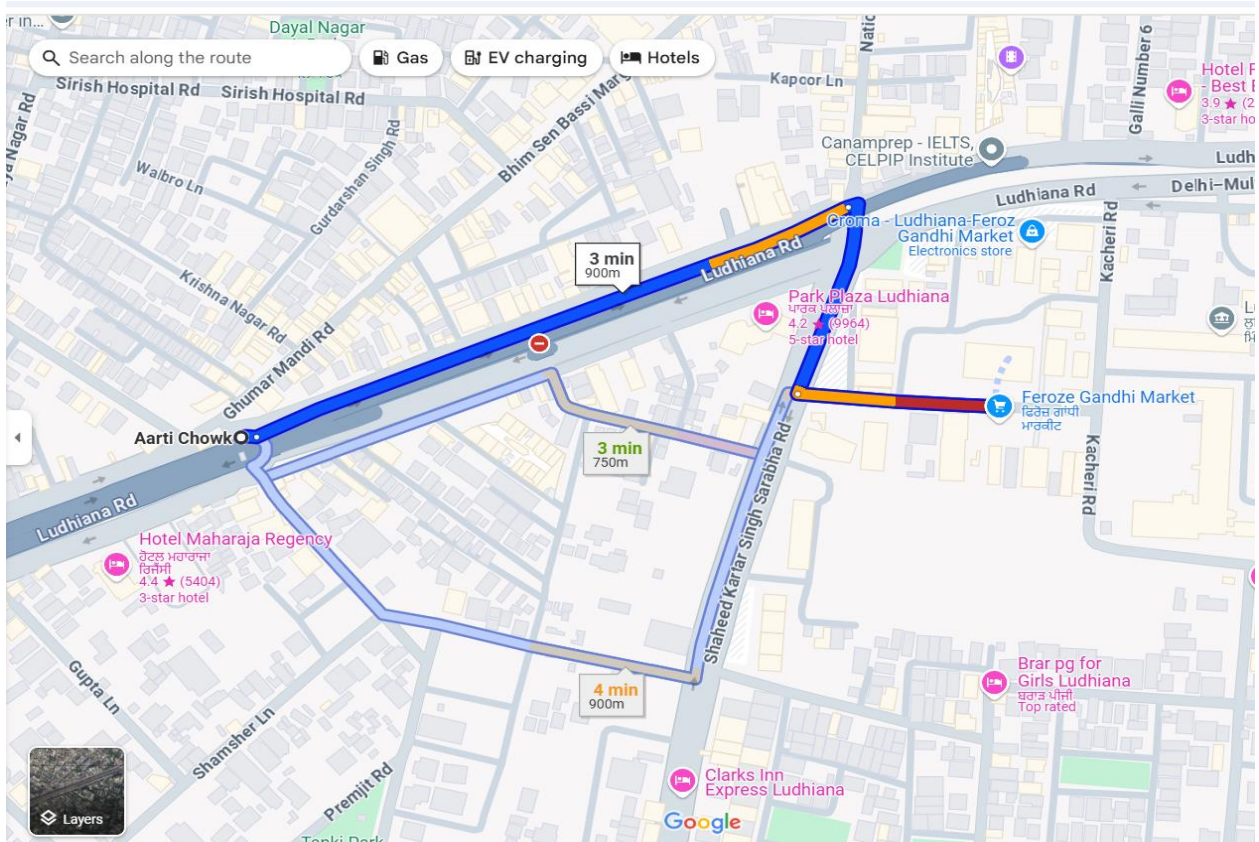
By Order of the Board
Ludhiana Commodities Trading Services Limited

Date: 13.03.2025
Place: Ludhiana

Sd/-
(Dheeraj Ghai)
Director
DIN: 02832228

ROUTE MAP

Venue: 1st Floor, Ludhiana Stock Exchange Building, Feroze Gandhi Market, Ludhiana – 141 001



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74999PB2003PLC054437

Name of the Company: **Ludhiana Commodities Trading Services Limited**

Registered office: **1st Floor, Ludhiana Stock Exchange Building, Feroze Gandhi Market, Ludhiana - 141001**

Name of the Member(s):
Registered address:
E-mail
Id:
Folio

I the member of, holding... shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my proxy to attend and vote (on a poll) for me and on my behalf at the Extra-Ordinary General Meeting of the Company, to be held on Saturday, the 12th day of April, 2025 at 1:00 p.m. (IST) at Registered Office of the Company situated at 1st Floor, Ludhiana Stock Exchange Building, Feroze Gandhi Market, Ludhiana - 141001 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.:

1. To consider and approve authorization of Buyback of the Equity shares of the Company.

Signed this ____ Day of ____ 2025

Signature of Shareholder:

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.