

29th February, 2024

To,
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 540192

Dear Sir / Madam,

Sub: Disclosure pursuant to Regulation 30 read with Para A, Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to regulation 30 read with Para A, Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the notice of Postal Ballot dated February 27, 2024 along with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and notes, for seeking approval of the members of the Company for matters mentioned therein is enclosed.

The said approval of members is sought by Postal Ballot only through remote voting by electronic means.

The Company has sent the said notice of Postal Ballot today, only by email, to those members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, February 23rd, 2024 (Cut-off Date) and whose e-mail addresses are registered with the Depository Participants/Company/Registrar and Share Transfer Agent.

The said notice is also available on the website of the Company at www.lkpsec.com. The remote e-voting period of Postal Ballot shall commence on **Friday 1st March, 2024, 9:00 A.M. (IST)** and will end on **Saturday 30th March, 2024, 5:00 P.M. (IST)**.

Kindly take the same in your records.

Thanking you,

Yours faithfully,
For LKP Securities Limited

Pratik Mahendra Doshi
Managing Director
DIN: 00131122
Encl: a/a

LKP Securities Ltd.

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Tel.: +91 22 6635 1234 . Fax: +91 22 6635 1249 . Website: www.lkpsec.com,
Single SEBI registration number for NSE/BSE/MSEI: INZ000216033 ARN 31751 DPIN-CDSL-206-2003
CIN L67120MH1994PLC080039 and Maharashtra GSTN No. 27AAACL0963A1ZZ

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2023 dated 25th September 2023, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of LKP Securities Limited (the "**Company**") through Postal Ballot, through only remote voting by electronic means ("remote e-voting").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically on the proposed resolution instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. The e-voting will commence on **Friday 1st March, 2024, 9:00 A.M. (IST) and will end on Saturday 30th March, 2024, 5:00 P.M. (IST).**

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only via email to the members whose names appear on the Register of Members / List of Beneficial owners as on **Friday 23rd February, 2024** (cut-off date) and whose e-mail addresses are registered with the Depository Participants/Company/ Registrar and Share Transfer Agent. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The Notice is available on the website of the Company at www.lkpsec.com and can also be accessed from the website of BSE Limited at www.bseindia.com and is also disseminated on the website of CDSL at www.evotingindia.com.

The proposed resolutions and the Explanatory Statement thereof pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), is annexed hereto.

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Members are requested to carefully read the instructions provided in this Notice and vote accordingly on the proposed resolutions. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed M/s Nishant Jawa & Associates, Company Secretaries, FCS 6557, CP No. 6993, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. The Scrutinizer will submit the results of the e-voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the BSE Limited in accordance with the SEBI Listing Regulations.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.lkpsec.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited ('BSE') where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. **Saturday 30th March, 2024** by the Members of the Company by means of Postal Ballot.

SPECIAL BUSINESS:

Item No. 1

To approve sale of Agricultural land to Mr. Mahendra V. Doshi, a Related party and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulations 2(1), 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), any other applicable rules, regulations, laws, circulars, notifications, the Memorandum of Association and Articles of Association of the Company, the Company's Policy on Related Party Transactions (RPT), as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and approval by the Board of Directors, approval of the Members of the Company be and is hereby accorded to sell or otherwise dispose of the assets viz. three pieces and parcel of agricultural land, valued at Rs. 6,72,03,695/- in the books of the Company, situated at Taluka Alibaug, District Raigad, Maharashtra to Mr. Mahendra V. Doshi a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for consideration which will be as per the price determined by appropriate valuer / fair market value.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any

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Director, Chief Financial Officer or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

Item No. 2

To approve re-appointment of Mrs. Anjali Suresh (DIN: 02545317) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mrs. Anjali Suresh (DIN: 02545317) who was appointed to hold the office of Independent Director w.e.f December 18, 2018 for a period of five years and who re-appointment for a further period of five consecutive years was approved, on recommendations of the Nomination and Remuneration Committee, by the Board of Directors at its meeting held on 31st October, 2023 and who meets the criteria prescribed for Independent Directors under Section 149(6) and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second consecutive term for a period of five years, with effect from December 18, 2023 upto December 17, 2028 and whose office shall not be liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013.”

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to give effect to this Resolution."

Item No. 3

To approve continuation of Directorship of Mr. Mahendra V. Doshi (DIN: 00123243) despite his age crossing 75 years and, in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Schedules and rules made thereunder, (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and further to the resolution passed by the members of the Company at the 27th Annual General Meeting held on July 15, 2021, consent of the Members be and is hereby accorded to continue the holding of office of Director (Non-Executive) by Mr. Mahendra V. Doshi (DIN: 00123243), despite his age crossing 75 years and whose office shall be liable to retire by rotation and on the same terms as passed by the members at the 27th Annual General Meeting held on July 15, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is

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hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to give effect to this Resolution.”

Item No. 4

To approve increase in the borrowing limits for the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the previous resolutions passed by the members of the Company and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded authorizing the Board of Directors to borrow moneys, from time to time, in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) over and above the aggregate of the paid up share capital and free reserves of the Company for time being.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to give effect to this Resolution.”

Place: Mumbai

Date: 27th February, 2024

**By order of the Board
For LKP Securities Limited**

**Sd/-
Pratik Doshi
Chairman and Managing Director
DIN: 00131122**

REGISTERED OFFICE:

203 Embassy Centre,
Nariman Point, Mumbai 400021

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business as set out above is annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Act read with Rule 20 and Rule 22 of Rules, the business set out in the notice above is set to be passed through postal ballot, by way of remote e-voting process.

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3. The postal ballot notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) (DPs) or with Adroit Corporate Services Private Limited (RTA) and whose name appear in the register of members/ list of beneficial owners as received from RTA or Depositories i.e. NSDL or CDSL as on **23rd February, 2024 (Cut off date)** in accordance with the provisions of the Act, read with Rules made thereunder and MCA circulars.
4. In terms of Sections 108, 110 and other applicable provisions of the Act as amended, read with Rules 20 and 22 of the Rules and in compliance with Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer e-voting facility to all the members of the Company. The Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically.
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.lkpsec.com and the website of CDSL i.e. www.evotingindia.com.
6. Resolutions passed by the Members through postal ballot is deemed to have been passed as on the last date of e-voting which is **30th March, 2024**.
7. The members whose e-mail addresses are not registered with the Company/ Depository/ RTA, are requested to get the same registered/ updated. The member holdings shares in dematerialised form can get their email address registered by contacting their respective DP and the members holding shares in physical form may register their email address and mobile number with RTA by updating their KYC details.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection by the Members from the date of circulation of this Postal Ballot Notice until the last date of e voting. Members seeking to inspect such documents can send an email to ho_compliance@lkpsec.com.
9. The e voting period commence on **Friday 1st March, 2024 (9.00 A.M. IST)** and ends on **Saturday 30th March, 2024 (5.00 P.M. IST)**. During this period, members holding shares either in physical or dematerialized forum, as on cut-off date, i.e. **23rd February, 2024** may cast their votes electronically. The e voting module will be disabled for voting thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
10. The instructions and other information relating to e-voting is as under:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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- (i) The voting period begins on **Friday 1st March, 2024 (9.00 A.M. IST)** and ends on **Saturday 30th March, 2024 (5.00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23rd February, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-

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	<p>Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company,

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OR Date of Birth (DOB)	please enter the member id / folio number in the Dividend Bank details field.
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; njawasa@yahoo.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

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STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to dispose of the assets viz. three pieces and parcel of agricultural land situated at Taluka Alibaug, District Raigad, Maharashtra to Mr. Mahendra V. Doshi for consideration which will be as per the price determined by appropriate valuer / fair market value on arms length basis. The disposal is proposed to monetize the non-operational asset and provide liquidity to the Company for its benefit.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower ("Material Related Party Transactions" or -Material RPT"). A Material RPT requires prior approval of the Members, and no related party shall vote to approve such resolution. First proviso of Section 188(1) of the Companies Act, 2013, inter alia, states that no transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. Rule 15(3) of the Companies (Meeting of Board and its Power), Rules, 2014 as amended states that for the purposes of first proviso to sub-section (1) of section 188 of the Companies Act, 2013, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the amount of transaction to be entered into exceeds the limits provided therein.

The aggregate value of the RPT under consideration will cross the prescribed threshold and, approval of Members for same will be required.

The Audit Committee and the Board of Directors of the Company at its meetings each held on 27th February, 2024, have approved the said RPT transaction. Accordingly, the said transaction is recommended for approval of the Members.

The relevant information pertaining to transaction required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Description	Details
1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Mahendra V. Doshi, Director and Shareholder of the Company. Relative of Mr. Pratik M. Doshi, Chairman and Managing Director and shareholder of the Company.
2	Type, material terms and particulars of the proposed transaction	To sell the assets viz. three pieces and parcel of agricultural land on arm's length basis.
3	Tenure of the proposed transaction	One time transaction

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4	Value of the proposed transaction	the price determined by appropriate valuer / fair market value.
5	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2022-23) that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Cannot be ascertained at this stage.
6	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
7	Justification as to why the RPT are in the interest of the listed entity	The disposal is proposed to monetize the non-operational asset and provide liquidity to the Company for its benefit.
8	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction	Report from Kishore Karamsey & Co. Government Registered Valuer – Securities and Financial Assets. Regd. No. Cat. I-515 of 2022.
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders	Yes, the valuation report provided by Kishore Karamsey & Co. in relation to the proposed transaction will be made available to the Members and members seeking to inspect can send an email to ho_compliance@lkpsec.com.
10	Any other information that may be relevant	NA

Except for Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi none of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

Based on the approval of the Audit Committee, the Board recommends the Resolution set forth at Item No. 1 above, for approval by the Members as an Ordinary Resolution.

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The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party, whether or not party to the proposed transaction(s), shall vote to approve on Resolution set forth above.

Item No. 2

Mrs. Anjali Suresh (DIN: 02545317) was appointed as Non-Executive Independent Director of the Company, pursuant to the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013 for a period of five consecutive years from December 18, 2018 and is eligible for re-appointment for another consecutive term of 5 years as per Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Anjali Suresh fulfils the conditions specified in the Companies Act, 2013 and rules framed thereunder for re-appointment as Independent Director and she is independent of the management. Based on the performance evaluation of Mrs. Anjali Suresh and considering her expertise, experience and skills the Nomination and Remuneration Committee at its meeting held on 31st October, 2023, recommended the re-appointment of Mrs. Anjali Suresh and Board of Directors of the Company at its meeting held on 31st October, 2023, has approved and recommended the re-appointment of Mrs. Anjali Suresh as Non-Executive Independent Director, for a second term for the period from 18th December, 2023.

Mrs. Anjali Suresh has given consent to be re-appointed as Non-Executive Independent Director of the Company and a declaration that she meets the criteria of independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and her name is registered in the data bank as per Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Further, Mrs. Anjali Suresh is not disqualified to become a Director under the Companies Act, 2013 in terms of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing from a member proposing the candidature of Mrs. Anjali Suresh as Non-Executive Independent Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

Brief resume and the details required under Companies Act, 2013, rules made thereunder, Secretarial Standards on General Meeting and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided under:

Name	Mrs. Anjali Suresh
Age	59 years
Qualifications	Chartered Accountant
Experience and Expertise	Extensive experience in the field of Financial Services and Capital Markets
Terms and conditions of appointment including details of remuneration	She will hold the office of Non-Executive Independent Director for a period of five years commencing from 18 th December, 2023. She will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and will not be liable to retire by rotation. Other terms and conditions are mentioned in the letter of

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	appointment which is available for inspection by members.
Last drawn remuneration	N.A
Date of first appointment by the Board of Directors of the Company	18.12.2018
Shareholding in the Company	NIL
Relationship with other directors and Key Managerial Personnel of the Company	None
Number of meetings attended during the financial year 2022 - 2023	5
Other directorship, membership/ chairmanship of committees of other board	<p><u>Director:</u> LKP Finance Limited Quartet Financial Services Private Limited</p> <p><u>Audit Committee:</u> LKP Finance Limited- Member LKP Securities Limited- Member</p> <p><u>Stakeholder Relationship Committee:</u> LKP Finance Limited- Chairperson LKP Securities Limited- Member</p>
Justification for appointment / re-appointment of Director	The Company will benefit from the qualification, expertise, experience knowledge and skills.

The letter of appointment of Mrs. Anjali Suresh, as Non-Executive Independent Director setting out terms and conditions is available for inspection by members.

The Directors recommend the passing of the resolution set out in Item No. 2 of the accompanying Notice as a Special resolution.

Except for Mrs. Anjali Suresh there is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company or their relatives in respect of the said resolution.

Item No. 3

According to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory to get the approval of the shareholders by means of special resolution to continue to be the non-executive director of the Company who have attained the age of 75 years.

Mr. Mahendra V. Doshi (DIN: 00123243) a Non-Executive Director, is presently aged about 74 years. As the present appointment of Mr. Mahendra V. Doshi was approved by the shareholders at the 27th Annual General Meeting held on July 15, 2021 only by passing ordinary resolution, his appointment is proposed be approved by the members by passing a special resolution on the present terms i.e. all the terms of the appointment shall remain the same.

Considering the significant contribution by Mr. Mahendra V. Doshi since inception, in the growth of your Company and in order to reap the benefits of his continuous guidance, the Board of Directors, on recommendations of the Nomination and Remuneration Committed at its meeting held on 27th

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February, 2024 has approved for Mr. Mahendra V. Doshi to continue to the hold of office of Director (Non-Executive) despite his age crossing 75 years. The office of Mr. Mahendra V. Doshi is liable to retire by rotation and eligible for re-appointment under Section 152 of the Companies Act, 2013.

Except for Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi none of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution set forth at Item No. 3 above, for approval by the Members as a Special Resolution.

Item No. 4

Section 180 (1)(c) of the Companies Act, 2013 provides that the Board of Directors of the Company shall not, except with the consent of the Company by a Special Resolution borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceed the company's aggregate paid up share capital and free reserves.

The members of the Company at the Extra-Ordinary General Meeting held on 22nd April, 2015 had passed a Special Resolution to borrow moneys not exceeding Rs. 200 crores.

Considering Company's present scale of operations and its business plans the Company may, from time to time, require funds. Hence, it has become necessary and is in the interest of the Company to enhance the borrowing limit to Rs. 500 crores over and above the total paid up share capital and free reserves of the Company for the time being and to authorize the Board for same.

The Board accordingly recommends Resolution set forth at item no. 4 above, for approval by the Members as a Special Resolution.

All the directors of the company and their relatives may be considered as concerned or interested in the resolution to the extent of any borrowings which may be made from any director or other entities in which such director and their relatives may be interested.

**By order of the Board
For LKP Securities Limited**

**Sd/-
Pratik Doshi
Chairman and Managing Director
DIN: 00131122**

**Place: Mumbai
Date: 27th February, 2024**

REGISTERED OFFICE:
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