

LOHIA SECURITIES LTD.

(CIN: L67120WB1995PLC067195)

Regd. Office: 4 Biplabi Trailokya Maharaj Sarani (Brabourne Road), 5th floor, Kolkata 700 001

Phone no. 033-4002 6600/ 6700, Fax no. 033-4002 6800

Email id: info@lohiasecurities.com; website: www.lohiasecurities.com

Notice to Members

Notice is hereby given that the Extra-ordinary General Meeting of the members of Lohia Securities Limited (CIN: L67120WB1995PLC067195) will be held on Tuesday the 11th day of July 2023 at 4:30 P.M. through video conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to seek the consent of the shareholders of the Company ("Members), on the agenda herein below through remote electronic voting ("E-voting"):

Special Business:

1. Approval for the Appointment of Mr. Hari Kishan Lohia as a Whole-time Director (Retail Trade) 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 in pursuance of the provisions Sections 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V of the said Act and subject to such other approvals, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Hari Kishan Lohia (DIN: 00081055), as a Whole-Time Director of the company for a period of three (3) years commencing with effect from 15.04.2023, on the terms and conditions of remuneration as set out in the Statement annexed to the notice convening the meeting as per section-102 of the Act with liberty to the board of directors (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT in pursuance of the provisions Sections 197(3) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, in the event of loss or absence or inadequacy of profits in any financial year Mr. Hari Kishan Lohia, whole time director will be paid the remuneration as set out in the terms and conditions above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to the above stated resolutions."

2. Approval for the Appointment of Mr. Mahesh Kumar Bajaj as a Whole-time Director (Institutional Trade) of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in pursuance of the provisions Sections 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V of the said Act and subject to such other approvals, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Mahesh Kumar Bajaj (DIN: 00080157), as a Whole-Time Director of the company for a period of three (3) years commencing with effect from 15.04.2023, on the terms and conditions of remuneration as set out in the Statement annexed to the notice convening the meeting as per section-102 of the Act with liberty to the board of directors (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT in pursuance of the provisions Sections 197(3) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, in the event of loss or absence or inadequacy of profits in any financial year Mr. Mahesh Kumar Bajaj, whole time director will be paid the remuneration as set out in the terms and conditions above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to the above stated resolutions."

3. Approval for the Appointment of Mr. Rajesh Kumar Bajaj as a Whole-time Director (Research) of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in pursuance of the provisions Sections 196, 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V of the said Act and subject to such other approvals, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Rajesh Kumar Bajaj (DIN: 00080664), as a Whole-Time Director of the company for a period of three (3) years commencing with effect from 15.04.2023, on the terms and conditions of remuneration as set out in the Statement annexed to the notice convening the meeting as per section-102 of the Act with liberty to the board of directors (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT in pursuance of the provisions Sections 197(3) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, in the event of loss or absence or inadequacy of profits in any financial year Mr. Rajesh Kumar Bajaj, whole time director will be paid the remuneration as set out in the terms and conditions above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to the above stated resolutions."

4. To increase the limits of borrowing by the Board of Directors of the Company under section 180(1) (c) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof for the time being in force) and as per the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute or any delegatee for exercising the powers conferred on the Board by this Resolution and under Section 179 of the Act) to borrow from time to time, all such money(ies) as may be deemed requisite for the purpose of business (including new business ventures or prospects) of the Company, in both domestic and foreign currency, of both capital and revenue in nature, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, PROVIDED, however that the total amount so borrowed by the Board and outstanding at any point of time shall not exceed a sum of Rs. 200 Crore (Rupees Two hundred Crore Only)."

"RESOLVED FURTHER THAT subject to the provisions of the Act and the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), facilities of any nature from Banks / Financial Institutions, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/ agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise, including but not limited to creation, modification or satisfaction of any security in respect of any borrowing and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Registered Office: 4 Biplabi Trailokya Maharaj Sarani (Brabourne Road), 5th floor, Kolkata 700 001

Dated: 29/05/2023

By order of the Board of Directors For Lohia Securities Limited

> Sd/-Narendra Kumar Rai Company Secretary M. No. F5879

Note:

- 1. The notice of the EGM is being sent only through electronic mode to members whose email addresses are registered with the Company/RTA/ Depositories. Members, who have not registered their e-mail addresses so far, are requested to register/ update their e-mail address with the company RTA by emailing at nichetechpl@nichetechpl.com for receiving all communication from the Company electronically.
 - Members may note that Notice will also be available on Company's website (www.lohiasecurities.com), websites of the Stock Exchanges i.e. BSE (www.bseindia.com), and CSE (www.cseindia.com) respectively.
- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 02/2022 dated May 05, 2022, and Circular no. 10/2022 dated December 28, 2022 read with General Circular No.02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021,
 - SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as Circulars), has further allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means(OAVM) without the physical presence of the Members at a common venue. In compliance with the aforesaid Circulars, the EGM of the Company is being held through VC/OAVM.
 - The deemed venue for the EGM shall be the Registered Office of the Company i.e. 4 Biplabi Trailokya Maharaj Sarani (Brabourne Road), 5th floor, Kolkata 700 001, West Bengal.
- 3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the RTA/ STA of the Company as on the cut-off date i.e. Tuesday, the 4th July, 2023 only shall be entitled to avail the remote e-voting facility as well as voting in the EGM.
- 4. A statement pursuant to Section 102 (1) of the Act relating to the special business to be transacted at the EGM is annexed hereto.
- 5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards- 1 and 2 dated 13th April'2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- 6. Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this EGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars and SEBI Circulars as mentioned herein above, physical attendance of Members has been dispensed with, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this EGM Notice.
- 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
- 8. Since the EGM will be held through VC/OAVM, the route map is not annexed to this EGM Notice.
- 9. The Board of the Directors of the Company has appointed Mrs. Nisha Agarwal of M/s. Nisha & Associates, Practicing Chartered Accountant as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 10. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to secretarial@lohiasecurities.com.
- 11. The Member's login to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the EGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
- 12. CDSL e-Voting System For e-voting and Joining Virtual meetings.
- In accordance with the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), Government

of India ("MCA Circulars") and the circulars issued by Securities Exchange Board of India ("SEBI") in this regard, (collectively referred to as "relevant Circulars") this EGM is being held through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members.

- 2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- 3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through evoting.
- 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/ EGM has been uploaded on the website of the Company at www.lohiasecurities.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited at www.bseindia.com and www. http://listingcompliance.cse-india.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia. com.
- 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.lohiasecurities.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER: 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.

- (i) The voting period begins on and ends on . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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 evoting process.

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

(iv) 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of	Login Method
shareholders Individual Shareholders holding securities in Demat mode with CDSL Depository	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 cdsl 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-Voting Service Providers, so that the user can visit the eVoting service providers' website directly.
	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 SHAREHOLDER INSTRUCTIONS FOR E-VOTING4Tab 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the eServices website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	 If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 eVoting period or joining virtual meeting & voting during the meeting.

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.

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	Members facing any technical issue in login can contact CDSL helpdesk by sending a
securities in Demat mode with CDSL	request at helpdesk.evoting@cdslindia.comor contact at toll free no. 1800 22 55 33
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL helpdesk by sending a
securities in Demat mode with NSDL	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.

- (v) Login method for e-Voting and joining virtual meetings 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.comand 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.
Individual Shareholders holding securities in	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Demat mode with CDSL	Shareholders who have not updated their PAN with the Company/Depository Participant are
Dividend Bank Details OR	requested to use the sequence number sent by Company/RTA or contact Company/RTA. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat
Date of Birth (DOB)	account or in the company records in order to login.
	• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non Individual Shareholders and Custodians –For Remote Voting only.
 - 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; secretarial@lohiasecurities.com (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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGMTHROUGHVC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- 10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 eVoting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 toll free no. 1800 22 55 33.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to secretarial@lohiasecurities.com.

OTHER INFORMATION

- 14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Accordingly, the Company/ M/s. Niche Technologies Private Limited have stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation. Members can contact the Company or Company's Registrar and Transfer Agent M/s. Niche Technologies Private Limited for assistance in this regard.
- 15. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days i.e., Monday to Friday, between 10:30 A.M. to 05:00 P.M. upto the date of the Extra- Ordinary General Meeting (EGM).
- 16. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), M/s. Niche Technologies Private Limited, 3A Auckland Place, 7th floor, Room no. 7A & 7B. Kolkata 700017, Landline No. +91-33-22806616/17/18 or send an email request at the email id: nichetechpl@nichetechpl.com
- 17. Members may send the requests for inclusion /change /updation of Address, Bank A/c details, ECS mandate, Email address, Nominations:
 - i) For shares held in dematerialized form-to the irrespective Depository Participant.
 - ii) For shares held in physical form to the RTA, M/s. Niche Technologies Private Limited or to the Company.
- 18. Non-Resident Indian members are requested to inform the RTA, M/s. Niche Technologies Private Limited immediately about:
 - i) Change in the residential status on return to India for permanent settlement.
 - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account / folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
- 20. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Transfer Agents/ Company. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
- 21. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.lohiasecurities. com and on the website of CDSL at www.evotingindia.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchange(s) where the shares of Company are listed, i.e., BSE Limited, Calcutta Stock Exchange Limited.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the EGM scheduled to be held on Tuesday, July 11, 2023.

By Order of the Board of Directors

(Narendra Kumar Rai) Company Secretary M. No. F5879

Place: Kolkata Date: 29-05-2023

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act")

Item no. 1

Appointment of Mr. Hari Kishan Lohia as Whole-time Director (Retail Trade)

Mr. Hari Kishan Lohia is presently Whole-time Director (Retail Trade)) of the Company, a commerce graduate and having vast experience of more than 40 years in securities business. Mr. Lohia has in-depth knowledge of the operation of securities market and has wide connections.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 29th May, 2023, re-appointed Mr. Hari Kishan Lohia (DIN 00081055) as Whole-time Director with effect from 15th April, 2023, for a period of three years.

Mr. Hari Kishan Lohia has been associated with the Company for more than 28 years and is designed as Whole-time Director (Retail Trade). Since he has attained the age of 71 years, he is in good physical condition and he is of sound and alert mind. The Board is confident about Mr. Lohia being able to function and discharge his duties in able and competent manner.

Considering his long association with the Company and adequate experience in various fields and connections, the Board recommends re-appointment of Shri Lohia as Whole-time Director of the Company for a period of three years with effect from 15th April, 2023 on the terms as to remuneration, allowances as set out below subject to approval, if any as may be required under law.

The Whole-time Director (Retail Trade) will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

Basic Salary – ₹ 85,000 (Rupees Eighty-five thousand) per month (In the scale of ₹ 85,000/- ₹ 1,00,000/-) per month

Reimbursement for entertainment, travelling and other actual expenses properly incurred for the purpose of Company's business shall not be considered as perquisite.

No sitting fees to be paid for attending meetings of the Board of Directors or any committee thereof.

Mr. Lohia is not related to any other Director and Key Managerial Personnel of the Company. Mr. Lohia shall be subject to retirement by rotation during his tenure as Whole-time Director of the Company.

Mr. Hari Kishan Lohia satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Lohia and his relatives are, in any way, concerned or interested in the said resolution.

The resolution as set out in item no. 1 of this Notice is accordingly commended for your approval. A brief resume of Mr. Lohia as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure to this Notice.

Item no. 2

Appointment of Mr. Mahesh Kumar Bajaj as Whole-time Director (Institutional Trade)

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Mahesh Kumar Bajaj was appointed as the Whole-time Director (Institutional Trade) of the Company with effect from 1st April, 2017, subject to the approval of the members.

Mr. Mahesh Kumar Bajaj has a very long association with the Company and is one of the promoter-director of the Company. He is a commerce graduate by qualification, with around 37 years of experience of securities market.

The Whole-time Director (Institutional Trade) will perform his duties as such with regard to all works of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects

and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

Considering his long association with the Company and adequate experience in various fields, the Board recommends appointments of Mr. Mahesh Kumar Bajaj as Whole-time Director of the Company for a period of three years with effect from 15th April, 2023 on the terms as to remunerations, allowances as set out below subject to approval, if any as may be required under law.

Basic Salary – ₹ 80,000 (Rupees Eighty thousand) per month (In the scale of ₹ 80,000/- ₹ 1,00,000/-) per month

Reimbursement for entertainment, travelling and other actual expenses properly incurred for the purpose of Company's business shall not be considered as perquisite.

No sitting fees to be paid for attending meetings of the Board of Directors or any committee thereof.

Mr. Mahesh Kumar Bajaj satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Mahesh Kumar Bajaj is not related to any other Director and Key Managerial Personnel of the Company. He shall be subject to retirement by rotation during his tenure as Whole-time Director of the Company. None of the Directors, Key Managerial Personnel and their relatives other than Mr. Mahesh Kumar Bajaj and his relatives are, in any way, concerned or interested in the said resolution.

The resolution as set out in item no. 2 of this Notice is accordingly commended for your approval. A brief resume of Mr. Mahesh Kumar Bajaj as required under Regulation36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure to this Notice.

Item no. 3

Appointment of Mr. Rajesh Kumar Bajaj as Whole-time Director (Research)

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Rajesh Kumar Bajaj was re-appointed as the Whole-time Director (Research) of the Company with effect from 15th April, 2023, subject to the approval of the members.

Mr. Rajesh Kumar Bajaj has a very long association with the Company and is a promoter-director of the Company. A commerce graduate by qualification, with around 28 years of experience of securities market, Mr. Rajesh Kumar Bajaj joined the Company on 18/01/1995.

The Whole-time Director (Research) will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

Considering his long association with the Company and adequate experience in various fields, the Board recommends appointments of Mr. Rajesh Kumar Bajaj as Whole-time Director of the Company for a period of three years with effect from 15th April, 2023 on the terms as to remunerations, allowances as set out below subject to approval, if any as may be required under law.

Basic Salary – ₹ 1,25,000 (Rupees One lakh twenty-five thousand) per month

Reimbursement for entertainment, travelling and other actual expenses properly incurred for the purpose of Company's business shall not be considered as perquisite.

No sitting fees to be paid for attending meetings of the Board of Directors or any committee thereof.

The remuneration and other terms and conditions of Mr. Bajaj's appointment as Whole-time Director as set out in the resolution is subject to your approval.

Mr. Rajesh Kumar Bajaj satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Rajesh Kumar Bajaj is not related to any other Directors and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives other than Mr. Bajaj and his relatives are, in any way, concerned or interested in the said resolutions.

The resolution as set out in item no.7 of this Notice is accordingly commended for your approval.

Item No. 4

Increase in Borrowing limits under Section 180(1)(c)

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business without the consent of the Members of the Company accorded by means of a special

resolution.

With increased volatility in the markets, the Company is required to place margins of large amounts at short notice. The Company relies on secured / unsecured borrowings to fund the same. With an increase in the market volatility due to various geo-political events, and with economic events and uncertainty in political conditions, the Company expects a material increase in the working capital and margin requirements with Exchanges, which may be constrained by the above limit. Hence, it is proposed to increase the borrowing limits of the Company of ₹ 100 crore under Section 180(1)(c) of the Companies Act, 2013 to ₹ 200 crore by passing the resolution proposed under item no. 4 as a special resolution. The Company shall endeavor to maintain a capital structure which would be consistent with its cash flows while optimizing the cost of capital. The Company shall ensure that the debt equity ratio is within prudent limits at all times.

Accordingly, the approval of the Members is being sought by way of special resolution authorising the Board of Directors to borrow further sums of monies within an overall limit of ₹ 200 crore outstanding at any given point of time.

The Board of Directors recommends the passing of the Resolution contained in Item no. 4 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

By Order of the Board of Directors

(Narendra Kumar Rai) Company Secretary M. No. F5879

Place: Kolkata Date: 29-05-2023 Particulars of the Directors being proposed for appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings:

Name of the Director	Mr. Hari Kishan Lohia	Mahesh Kumar Bajaj	Mr. Rajesh Kumar Bajaj
DIN	00081055	00080157	00080664
Date of Birth and Age	13 th November, 1952;	3 rd March, 1959;	12 th November, 1967;
Date of Birth and Age	Age 70 years	Age: 64 Years	Age: 55 years
Date of first Appointment by	6 th January, 1995	18 th January, 1995	18 th January, 1995
the Board/ Re-appointment	January, 1999	16 January, 1995	andary, 1995
Qualifications	Bcom	Bcom	Bcom
Expertise in specific	Mr. Hari Kishan Lohia has 40 years		Mr. Rajesh Kumar Bajaj is one of
functional area	of experience in securities market.		
	He is one of the promoter-director	Company. He has experience of	
	of Lohia Securities Limited and is	more than 36 years in securities	experience in the securities market
	associated with the Company since	market in India. He has rich	in India. He has rich experience
	its incorporation. He has rich and	experience of derivative trades	of project implementation and
	varied experience of administration,	and institutional business.	institutional business. He was also
	operations, strategy and planning. He	He is involved in the strategy,	Managing director of the Company
	is involved in the operations, business	planning and administration	, , , , , , , , , , , , , , , , , , , ,
	planning and strategy development. He	of the Company. He is also members of Audit Committee	Institutional desk and research
	has membership of the Calcutta Stock	and Stakeholder Relationship	work. He is one of the designated
	Exchange.	Committee.	directors of the Company for exchange membership.
Terms and Conditions of re-	As given in the explanatory statement	As given in the explanatory	As given in the explanatory
appointment	As given in the explanatory statement	statement	statement
		Julian	Juliani
Details of remuneration	As approved by the shareholders of	As approved by the	As approved by the shareholders
sought to be paid	the Company in forthcoming EGM	shareholders of the Company	of the Company in forthcoming
	, , , , , , , , , , , , , , , , , , , ,	in forthcoming EGM	EGM
The remuneration last drawn	₹ 10.20 lakh	₹ 9.60 lakh	₹ 15 lakh
Number if Board Meetings	7 out of 7	7 out of 7	7 out of 7
attended during the year			
List of Directorship of other	Bagada Vinimay Private Limited,	Madhusudhan Enclave	 Bajaj Realties Private Limited
Board	Daadi Stock Broking Private Limited	Private Limited,	Daadi Equity & Derivative
	H.K.L. Properties Private Limited	Trade City Barter Private	Private Limited
	Lohia Fiscal Markets Private	Limited	Daadi Stock Broking Private
	Limited	Ridhi Sidhi Distributor Pvt Itd	Limited
	 Lohia Stock Broking Private Limited Luminant Commotrade Private 	LtdShiv Lalit Consultancy Pvt.	 Equivalence Infrastructure & Logistics Private Limited
	Limited	Ltd.	Equivalence Publishers &
	Shiv Lalit Consultancy Private	Daadi Stock Broking Private	Media Support Private Limited
	Limited	Limited	Narayani Commodities Private
	Trade City Barter Private Limited	Analysys Software Private	Limited
		Limited	Shiv Lalit Consultancy Private
			Limited
List of Membership/	Nil	Nil	Nil
Chairmanship of Committee			
of other Board			
Listed entities from which	Nil	Nil	Nil
the person has resigned in			
the past 3 years	421000 (9 659/)	F0F400 (10 149/)	F01600 (10 07%)
Shareholdings in Lohia Securities Limited	431000 (8.65%)	505400 (10.14%)	501600 (10.07%)
	Not related to any directors Manager	Not related to any discretes	Not related to any directors
Relationship with other Directors, Manager and	Not related to any directors, Manager or other KMP of the Company	Not related to any directors, Manager or other KMP of the	Not related to any directors, Manager or other KMP of the
other KMP of the Company	of other kivir of the company	Company	Company
Justification for choosing the	N.A.	N.A.	N.A.
appointee for appointment	NO.	IN Ch.	NA.
as Independent Director			
asacpenacite birector	I	I	I .