

**LKP Securities Limited**

Regd. Off.: 203, Embassy Centre, Nariman Point, Mumbai – 400 021

Tel. No.: +91 22 40024785 / 86; Fax No.: +91 22 22874787; CIN: L67120MH1994PLC080039

Website: [www.lkpsec.com](http://www.lkpsec.com); E-mail: [ho\\_compliance@lkpsec.com](mailto:ho_compliance@lkpsec.com)**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020, in view of the COVID-19 pandemic (“MCA Circulars”), to transact the special businesses as set out hereunder by passing an Ordinary and Special Resolution by way of postal ballot through remote voting by electronic means (“remote e-voting”).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (“Notice”).

On account of the threat posed by COVID-19 and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only. 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.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, 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 instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.lkpsec.com](http://www.lkpsec.com).

The Board of Directors has appointed Mr. V. Ramachandran (Membership No. A-7731 / CP No. 4731) Proprietor: V. R. Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, October 28, 2020 and ends at 5.00 p.m. (IST) on Thursday, November 26, 2020. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, November 26, 2020. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members.

Upon completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him. The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer’s Report will be made available on the website of the Company at [www.lkpsec.com](http://www.lkpsec.com) and intimated to the Stock Exchange at [www.bseindia.com](http://www.bseindia.com), on or before Saturday, November 28, 2020. Additionally, the results will also be

published in newspapers and also uploaded on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Thursday, November 26, 2020.

**Special Business:**

**1. Approval of Material Related Party Transaction(s) with Alpha Commodity Private Limited.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended till date, and the Company’s policy on Related Party Transaction(s), the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for carrying out and/or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Alpha Commodity Private Limited (“Alpha”), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or otherwise including the advancing transactions, transactions for purchase of commodity broking business and procurement of broking services, including general advances granted / taken and on such terms and conditions as the Board may deem fit, up to a maximum aggregate value of Rs. 25 crore for the financial year 2020-21, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem fit, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to the Committee of Director, any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

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

**2. Approval for variation/modification/amendment of the terms of LKP Securities Limited Employee Stock Options Scheme 2017.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (“SEBI SBEB Regulations”) and subject to such other

approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the consent of the Members be and is hereby accorded to substitute the existing clauses and carrying out the following variations/modifications/amendments to LKP Securities Limited Employee Stock Options Scheme 2017 ("LKP ESOP 2017"):

#### **Clause 6.1.1**

The LKP ESOP 2017 shall be administered by the Nomination and Remuneration Committee. All questions of interpretation of LKP ESOP 2017 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in LKP ESOP 2017.

The Nomination and Remuneration Committee shall in accordance with LKP ESOP 2017 and Applicable Laws determine the following:

- (a) Adopt rules and regulations for implementing the Scheme from time to time;
- (b) The quantum of Employee Stock Options to be granted under LKP ESOP 2017 per Employee, subject to the ceiling as specified in Clause 8.1.3;
- (c) The Eligibility Criteria;
- (d) Determine the method for exercising the Vested Options, manner/period of Vesting, etc;
- (e) Determine the Exercise Price of the Options Granted;
- (f) The procedure for making a fair and reasonable adjustment in case of corporate actions such as merger, sale of division, stock split / consolidation, rights issues, bonus issues and others;
- (g) Determine the terms and conditions under which Vested option can lapse in case of termination of employment for misconduct;
- (h) Lay down the method for satisfaction of any tax obligation arising on the Exercise of the Option;
- (i) The procedure for cashless exercise of Employee Stock Options, if required;
- (j) Approve forms, writings and/or agreements for use in pursuance of the LKP ESOP 2017;
- (k) Frame suitable policies and procedures to ensure that there is no violation of the securities laws, as amended from time to time, including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 by the either the Trust, the Company or any of its employees, as applicable;
- (l) Determine/vary/modify/amend any clause, terms and conditions of LKP ESOP 2017, not inconsistent with the SEBI SBEB Regulations and other applicable laws, if any.

#### **Clause 8.1.3**

Subject to Clause 17, the maximum number of Options Granted to any one Participant of the Scheme shall not exceed 5,00,000 (Five lacs only) at the time of the Grant;

#### **Clause 10.1.1**

The Vesting would be determined by the Nomination and Remuneration Committee provided that the Options granted under LKP ESOP 2017 would Vest after one year but not later than three years from the date of grant of such options. Vesting of options would be subject to Clause 12.1.9 and Clause 13 and certain performance parameters as the case may be;

#### **Clause 22**

The Committee in consultation with the Board may, if it deems necessary, vary/modify/amend the terms of LKP ESOP 2017, subject to compliance with the Applicable Laws and Regulations;

#### **Schedule-Definitions & Interpretations**

Exercise Period means a period of 3 (Three) year from the date of Vesting within which the Vested Options can be Exercised;

**RESOLVED FURTHER THAT** all the other terms of LKP ESOP 2017 shall remain unchanged;

**RESOLVED FURTHER THAT** the Board / Committee be and is hereby authorized at any time to further modify, change, vary, alter, amend, suspend or terminate LKP ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of LKP ESOP 2017 and do all other things incidental and ancillary thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, which are required to give effect to the aforesaid resolution, at its absolute discretion, as may deem necessary, with the SEBI/Stock Exchange or any other regulatory authority and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) stating material facts and reasons for the proposed resolutions are annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically until last day of remote e-voting. Members seeking to inspect such documents can send an email to [ho\\_compliance@lkpsec.com](mailto:ho_compliance@lkpsec.com).
2. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, November 26, 2020.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its relevant Board or governing body Resolution/Authorization etc. to the Scrutinizer by email through its registered email address to [scrutinizerlkpsec@gmail.com](mailto:scrutinizerlkpsec@gmail.com) with a copy marked to [www.evotingindia.com](http://www.evotingindia.com).
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted through this Notice. 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 will be provided by CDSL.
6. In line with the MCA Circulars the Notice calling the Postal Ballot has been uploaded on the website of the Company at [www.lkpsec.com](http://www.lkpsec.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice is also disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
7. **The instructions for shareholders for remote e-voting are as under:**
  - i. **The voting period begins on Wednesday, October 28, 2020 at 09:00 A.M. (IST) and ends on Thursday, November 26, 2020 at 05:00 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 (record date) of Friday, October 16, 2020** may cast their vote electronically. Thereafter the e-voting module shall be disabled by CDSL for voting.

- ii. **The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).**
- iii. Click on “Shareholders” module and 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.  
OR
  - d) Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. 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 <b>OR</b> Date of Birth (DOB)	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. 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 as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. 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.
- x. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of ‘LKP SECURITIES LIMITED’ i.e. **201022004** to cast your vote.

- xii. 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.
  - xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xiv. 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.
  - xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - xvii. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 8. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
- i. 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 at [ho\\_compliance@lkpsec.com](mailto:ho_compliance@lkpsec.com) or RTA at [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
  - ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [ho\\_compliance@lkpsec.com](mailto:ho_compliance@lkpsec.com) or RTA at [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
- 9. Note for Non – Individual Shareholders and Custodians**
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii. 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.
  - iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - v. 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.
  - vi. Alternatively Non Individual shareholders are required 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 at [scrutinizerlkpsec@gmail.com](mailto:scrutinizerlkpsec@gmail.com) and to the Company at the email address [ho\\_compliance@lkpsec.com](mailto:ho_compliance@lkpsec.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

10. If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

11. The Board of Directors of the Company has appointed Mr. V. Ramachandran (Membership No. A-7731 / CP No. 4731), Proprietor M/s. V. R. Associates, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the remote e-voting, a scrutinizer’s report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him.
13. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at [www.lkpsec.com](http://www.lkpsec.com) and on the website of CDSL immediately after the declaration of result by the Chairperson or a person authorised by him/her in writing. The Results shall also be immediately forwarded to Stock Exchange.

By order of the Board of Directors  
For LKP Securities Limited

Sd/-

Akshata Vengurlekar  
Company Secretary

Place : Mumbai

Date : October 16, 2020

**Registered Office:**

LKP Securities Limited

(CIN: L67120MH1994PLC080039)

203 , Embassy Centre,

Nariman Point, Mumbai – 400 021

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**STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013, AS AMENDED (THE “ACT”)**

**Item No. 1**

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all material related party transactions shall require the approval of shareholders through an Ordinary Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Alpha Commodity Private Limited (“Alpha”) is a related party in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. The estimated value of transaction with Alpha for the Financial Years 2020-21 will be Rs. 25 crore, which would breach the materiality threshold of 10% of the annual consolidated turnover of the Company i.e. Rs. 7.39 crore as per the last audited financial statements of the Company for Financial Year 2019-20.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts/arrangements entered into with Alpha aggregating to Rs. 25 crore.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction etc. are as under:

Sl. No.	Description	Details
1.	Name of Related Party	Alpha Commodity Private Limited
2.	Name of the Director or KMP, who is related	1. Mr. Pratik M. Doshi 2. Mr. S. S. Gulati
3.	Nature of Relationship	Group Company (Common Directors and Promoters)
4.	Duration of the contract	1 Year
5.	Date of Approval in Board/Audit Committee	October 16, 2020
6.	Nature, material terms, monetary value and particulars of contracts or arrangements	The advancing transactions, transactions for purchase of commodity broking business and procurement of broking services, including general advances granted / taken for an aggregate amount of Rs. 25 crore for the Financial Years 2020-21.
7.	Any other information relevant or important for Members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

The said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

Accordingly, as per Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations, approval of the Members is sought for ratification of the arrangements/transactions under taken whether by way of continuation/extension/renewal/ modification of earlier arrangements/transactions or otherwise so far in the financial year 2020-21.

Pursuant to Regulation 23(7) of SEBI Listing Regulations, none of the Promoter Group entities along with the Interested Directors will vote on the above Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, either directly or indirectly, in the said resolution, except Mr. Pratik M. Doshi and Mr. S. S. Gulati (Directors in Alpha).

The Board recommends passing of the Ordinary Resolution as set forth at Item No. 1 of this Notice for approval of the Members.

## **Item No. 2**

The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, has been granting stock options pursuant to the approval of its members granted at the 23rd Annual General Meeting held on May 24, 2017. Rewarding employees with stock options aligns with the long term sustainable growth of the Company and ensures active participation by a team of motivated employees in ensuring its desired growth. It will provide competitive edge in the current economic and market scenario, if adoption and implementation of such incentive structure is encouraged and supported by way of grant of stock options.

Since the date of the last shareholders' approval in the year 2017, many new employees have joined the Company and in order to retain the existing employees of the Company and also to attract and retain the best talent considering the current market situation, the Board of Directors of the Company upon the recommendations of the Nomination & Remuneration Committee at its meeting held



on October 16, 2020 has approved variation/modification/amendment in terms of LKP ESOP 2017 in accordance with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and other applicable laws.

The details of the major variations in the Plan are as under:

Sl. No.	Existing Clause	Modified/Amended Clause
1.	<p><b>Clause 6.1.1</b> The Scheme shall be administered by the Committee, which may delegate its duties and powers in whole or in part as it may determine. The Committee is authorized to interpret the scheme, to establish, amend and rescind any rules and regulations relating to the scheme, and to make any other determinations that it deems necessary or desirable for the administration and implementation of the Scheme. The Committee may correct any defect, omission or reconcile any inconsistency in the Scheme in the manner and to the extent the Committee deems necessary or desirable. Any decision of the Committee in the interpretation and administration of the Scheme, as described herein, shall lie within its sole and absolute discretion and shall be final, conclusive and binding on all parties concerned (including, but not limited to, Grantee and/or Participant/Nominees and their beneficiaries or successors). The Committee shall, <i>inter alia</i>, do the following:</p> <p>(a) Adopt rules and regulations for implementing the Scheme from time to time;</p> <p>(b) Identify the Employees eligible to participate under the Scheme;</p> <p>(c) Grant Options to the identified Eligible Employee and determine the Grant Date;</p> <p>(d) Determine the number of Options to be Granted to each Grantee and in aggregate;</p> <p>(e) Determine the number of Shares of the Company to be covered by each Option Granted under the Scheme;</p> <p>(f) Determine the method for exercising the Vested Options, period of Exercise, etc;</p> <p>(g) Determine the Exercise Price of the Options Granted;</p> <p>(h) Determine the terms and conditions, not inconsistent with the terms of the Scheme, of any Option Granted hereunder;</p> <p>(i) Determine the terms and conditions under which Vested option can lapse in case of termination of employment for misconduct;</p> <p>(j) Approve forms or agreements for use under the Scheme;</p> <p>(k) Lay down the method for satisfaction of any tax obligation arising on the Exercise of the Option;</p> <p>(l) Decide all other matters that must be determined in connection with an Option under the Scheme in accordance with SEBI (Share based employee benefits) Regulations, 2014;</p> <p>(m) Construe and interpret the terms of the Scheme, and the Options Granted pursuant to the Scheme;</p> <p>(n) Frame suitable policy, procedure and system to comply with the Securities and Exchange Board of India (Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995 to be followed by the</p>	<p><b>Clause 6.1.1</b> The LKP ESOP 2017 shall be administered by the Nomination and Remuneration Committee. All questions of interpretation of LKP ESOP 2017 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in LKP ESOP 2017.</p> <p>The Nomination and Remuneration Committee shall in accordance with LKP ESOP 2017 and Applicable Laws determine the following:</p> <p>(a) Adopt rules and regulations for implementing the Scheme from time to time;</p> <p>(b) The quantum of Employee Stock Options to be granted under LKP ESOP 2017 per Employee, subject to the ceiling as specified in Clause 8.1.3;</p> <p>(c) The Eligibility Criteria;</p> <p>(d) Determine the method for exercising the Vested Options, manner/period of Vesting, etc;</p> <p>(e) Determine the Exercise Price of the Options Granted;</p> <p>(f) The procedure for making a fair and reasonable adjustment in case of corporate actions such as merger, sale of division, stock split / consolidation, rights issues, bonus issues and others;</p> <p>(g) Determine the terms and conditions under which Vested option can lapse in case of termination of employment for misconduct;</p> <p>(h) Lay down the method for satisfaction of any tax obligation arising on the Exercise of the Option;</p> <p>(i) The procedure for cashless exercise of Employee Stock Options, if required;</p> <p>(j) Approve forms, writings and/or agreements for use in pursuance of LKP ESOP 2017;</p> <p>(k) Frame suitable policies and procedures to ensure that there is no violation of the securities laws, as amended from time to time, including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 by the either the Trust, the Company or any of its employees, as applicable;</p>

	<p>Participant.</p> <p>All decisions made by the Committee in the matters referred to above shall be conclusive and binding on all parties concerned (including, but not limited to, Grantee and/or Participant and their Beneficiaries or successors). Neither the Company, nor the Committee shall be liable for any action or determination made with respect to the Scheme or any Option Granted there under.</p>	<p>(l) Determine/vary/modify/amend any clause, terms and conditions of LKP ESOP 2017, not inconsistent with the SEBI SBEB Regulations and other applicable laws, if any.</p>
2.	<p><b><u>Clause 8.1.3</u></b></p> <p>Subject to Clause 17, the maximum number of Options Granted to any one Participant of the Scheme shall not exceed 2,50,000 (Two Lacs Fifty Thousand only) at the time of the Grant;</p>	<p><b><u>Clause 8.1.3</u></b></p> <p>Subject to Clause 17, the maximum number of Options Granted to any one Participant of the Scheme shall not exceed 5,00,000 (Five lacs only) at the time of the Grant;</p>
3.	<p><b><u>Clause 10.1.1</u></b></p> <p>Subject to Clause 12.9 and Clause 13 below and continued employment of the Participant with the Company, the Unvested Options shall vest with the Participant, unless Committee decides otherwise and in compliance of the Committee's decisions as per Clause 10.2.1 below, in accordance with the following schedule:</p> <p>(a) 33 % (Thirty Three) of the total Options Granted shall Vest on the first anniversary of the Grant Date;</p> <p>(b) 33 % (Thirty Three) of the total Options Granted shall Vest on the second anniversary of the Grant Date; and</p> <p>(c) 34 % (Thirty Four) of the total Options Granted shall Vest on the third anniversary of the Grant Date.</p>	<p><b><u>Clause 10.1.1</u></b></p> <p>The Vesting would be determined by the Nomination and Remuneration Committee provided that the Options granted under LKP ESOP 2017 would Vest after one year but not later than three years from the date of grant of such options. Vesting of options would be subject to Clause 12.1.9 and Clause 13 and certain performance parameters as the case may be;</p>
4.	<p><b><u>Clause 22</u></b></p> <p>Modification pursuant to Special Resolution:</p> <p>The Committee may subject to a special resolution passed at a General Meeting at any time and from time to time:</p> <p>(a) revoke, add to, alter, amend or vary all or any of the terms and conditions of the Scheme or all or any of the rights and obligations of the Grantee/ Participant/Beneficiary;</p> <p>(b) formulate various sets of special terms and conditions in addition to those set out herein, to apply to the Grantee/ Participant/ Beneficiary. Each of such sets of special terms and conditions shall be restricted in its application to those Grantee/ Participant/ Beneficiary;</p> <p>(c) formulate separate sets of special terms and conditions in addition to those set out herein, to apply to each class or category of Grantee/ Participant/ Beneficiary separately and each of such sets of special terms and conditions shall be restricted in its applications to such Grantee/ Participant/ Beneficiary;</p> <p>(d) Alter the Exercise Price, if the Option becomes unattractive due to fall in market price of the share.</p> <p>Provided that no variation, alteration, addition or amendment to the Scheme can be made if it is detrimental to the interest of the Grantee/ Participant/ Beneficiary.</p>	<p><b><u>Clause 22</u></b></p> <p>The Committee in consultation with the Board may, if it deems necessary, vary/modify/amend the terms of LKP ESOP 2017, subject to compliance with the Applicable Laws and Regulations;</p>
5.	<p><b><u>Schedule-Definitions &amp; Interpretations</u></b></p> <p>Exercise Period means a period of 1 (One) year from the date of Vesting within which the Vested Options can be Exercised;</p>	<p><b><u>Schedule-Definitions &amp; Interpretations</u></b></p> <p>Exercise Period means a period of 3 (Three) year from the date of Vesting within which the Vested Options can be Exercised;</p>

These variations/modifications/amendments are not detrimental or prejudicial to the interests of the Employees.

All other terms of LKP ESOP 2017 shall remain unchanged.

Accordingly, pursuant to the provisions of the SEBI SBEB Regulation and other applicable rules and regulations, if any, approval of the Members is sought by way of a Special Resolution for variation/modification/amendment as specified herein above in the terms of LKP ESOP 2017.

None of the Directors, Key Managerial Personnel(s) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

The Board recommends passing of the Special Resolution as set forth at Item No. 2 of this Notice for approval of the Members.

By order of the Board of Directors  
For LKP Securities Limited  
Sd/-

Akshata Vengurlekar  
Company Secretary

Place : Mumbai  
Date : October 16, 2020

**Registered Office:**

LKP Securities Limited  
(CIN: L67120MH1994PLC080039)  
203 , Embassy Centre,  
Nariman Point, Mumbai – 400 021