

Date: 20.06.2024

To, The General Manager, Department of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 500284	To, Listing Department, National Stock Exchange of India Limited, Exchange plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 Scrip Code: LORDSCHLO
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Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting of Lords Chloro Alkali Limited.

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice for convening the Extra-ordinary General Meeting of the Members of the Company scheduled to be held on Friday 12th July, 2024 at 11:00 A.M. at Registered Office of the Company situated at SP-460, Matsya Industrial Area, Alwar (Rajasthan)- 301030.

The Copy of the same is also available on the website of the Company i.e. <https://www.lordschloro.com/investor-information.html> .

Kindly take the above in your record.

Thanking You.

Yours faithfully,

For Lords Chloro Alkali Limited


Hitesh Kumar
Company Secretary & Compliance Officer
M. No. A33286

Encl: A/a



**NOTICE OF
EXTRA-ORDINARY GENERAL MEETING**

LORDS CHLORO ALKALI LIMITED



LORDS CHLORO ALKALI LIMITED
CIN NO. : L24117RJ1979PLC002099
Regd office: SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan)
Corp. Off.: A-281, 1st Floor, Defence Colony, New Delhi-110024
Phone: 011-40239034/35, Website: www.lordschloro.com;
E-mail: secretarial@lordschloro.com

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2024-25 Extra-Ordinary General Meeting (“EGM”) for the Financial Year 2024-25 of the Members of Lords Chloro Alkali Limited (“the Company”) will be held on Friday, July 12, 2024 at 11:00 A.M. IST (Indian Standard Time) at the Registered Office of the Company situated at SP-460, Matsya Industrial Area, Alwar, Rajasthan – 301030 to transact the following business.

SPECIAL BUSINESS:

ITEM NO. 1: ISSUE OF UPTO 35,00,000 WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER AND OTHER ENTITIES BELONGING TO NON-PROMOTER CATEGORY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42,62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time-to-time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time-to-time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) (hereinafter collectively referred to as “**Applicable Regulatory Authorities**”) to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approval(s), consent(s) and permission(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot from time-to-time upto 35,00,000 (Thirty-Five Lakhs) Warrants, in one or more tranches, where each Warrant shall be convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten) each (“Warrants”) at a premium of Rs. 112 per Equity Shares aggregate at a price of Rs. 122.00 (Rupees One Hundred and Twenty-Two only) per warrant (“Warrants Issue Price”), being the price not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations at Rs.

121.78 (Rupees One Hundred Twenty-One and Paise Seventy-Eight only), aggregating to Rs. 42,70,00,000 (Rupees Forty Two Crores and Seventy Lakhs only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following allottees (hereinafter referred to as "Proposed Allottees"), by way of a preferential issue, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Sr. No.	Name of the person/entity	Category (Promoter/Promoter Group/Non-Promoter)	Maximum Number of Warrants to be issued	Total Amount (in Rs.)
1.	Madhav Dhir	Promoter	9,00,000	10,98,00,000.00
2.	Maneesha Dhir	Promoter	9,00,000	10,98,00,000.00
3.	Srishti Dhir	Promoter	4,50,000	5,49,00,000.00
4.	Snigdha Dhir	Promoter Group	4,50,000	5,49,00,000.00
5.	My Money Credits Private Limited	Non-Promoter	2,00,000	2,44,00,000.00
6.	Mehak Infracon Private Limited	Non-Promoter	4,50,000	5,49,00,000.00
7.	Ajay Virmani	Non-Promoter	1,50,000	1,83,00,000.00
	Total		35,00,000	42,70,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the "Relevant Date" for determining the minimum price for issue and allotment of Warrants shall be Wednesday, June 12, 2024, being the date, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. Friday, July 12, 2024.

RESOLVED FURTHER THAT the Preferential Issue of Warrants to the Proposed Allottees and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the entire Pre-preferential shareholding of the Proposed Allottees shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- b) the Proposed Allottees shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity shares of face value of Rs. 10 each against each Warrant and can be exercised any time within a period of 18 months from the date of issue of such Warrants, in one or more tranches;
- c) the minimum amount equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant ("Warrants Subscription Amount");
- d) the Warrant holders will be required to make further payment equivalent to 75% (seventy five percent) of the Warrants Issue Price on or before the exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company ("Warrants Exercise Amount") within a period of 18 (Eighteen) months from allotment of warrants;
- e) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company for their issuance and allotment, provided that where the issue and allotment of said Warrants is pending/subject to receipt of any approval or permission from any regulatory authority, the

issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time-to-time;

- f) the price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments, wherever required, as permitted under the rules, regulations and laws, as applicable from time-to-time;
- g) the equity shares to be issued and allotted upon conversion of the Warrants shall be listed and traded (subject to applicable regulations) on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions or approvals as the case may be and subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- h) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form, fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof;
- i) the Warrants shall not carry any rights (including any dividend or voting rights) except the right for conversion into equivalent number of equity shares (of Rs. 10 /-each) of the Company until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- j) the conversion right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted;
- k) in the event that, a Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid on each of the said outstanding Warrants Exercise Price shall be forfeited by the Company and all the rights attached to the said Warrants shall lapse automatically;
- l) upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants and payment of Warrant Exercise Amount to the Company;
- m) the Warrants and Equity Shares allotted post exercise of Warrants shall remain locked-in for such period as specified under SEBI ICDR Regulations;
- n) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the complete record of Proposed Allottees be recorded in Form PAS 5 for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees pursuant to this private placement through preferential basis shall come from the respective bank account of the Proposed Allottees and be kept by the Company in a separate bank account and such account be opened by the Company.

RESOLVED FURTHER THAT the Board and the Key Managerial Personnel be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as they, in their absolute discretion, deem necessary or desirable for such purpose, without being required to

seek any further consent or approval of the Members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants, and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants into equity shares, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary contracts/ arrangements/ agreements/ documents/form filings/ applications etc. to give effect the above resolution, including to make application(s) to Applicable Regulatory Authorities, like application(s) to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), or Authorized Signatory(ies) in order to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned.”

**By order of the Board of Directors
For Lords Chloro Alkali Limited**

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Ajay Virmani
(Managing Director)
DIN: 00758726

Registered Office:
SP-460, Matsya Industrial Area,
Alwar, Rajasthan – 301030, India
CIN: L24117RJ1979PLC002099

Date: June 17, 2024
Place: New Delhi

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 1 is annexed hereto.

2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy Form should be lodged with the Company at the registered office not later than 48 hours before the commencement of the above meeting i.e. 11:00 A.M. of 12th July, 2024.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend & vote on their behalf at the EGM.

4. Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.

5. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E-voting facility to all the Shareholders of the Company in respect of the item to be transacted at this Meeting. The Company has engaged the services of Alankit Assignments Ltd for facilitating remote e-voting for EGM. The user-id & password is mentioned at the bottom of the Attendance Slip/ email forwarded through the electronic notice Procedure and Instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

6. Further, the facility for voting through electronic voting system/ ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by Remote E-voting shall be able to exercise their right at the meeting.

The Company has appointed CS Awanish K. Dwivedi (C.P. No 9080), proprietor of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner..

7. The Members are requested to notify promptly any change in their address to the Company's Registrar and Transfer Agent, M/s. Alankit Assignments Ltd. (RTA).

8. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical forms may file nomination in the prescribed Forms SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, nomination form may be filed with the respective Depository Participants (DP).

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. 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/Registrar and Transfer Agent (RTA), M/s. Alankit Assignments Ltd.

10. In line with the aforesaid MCA Circulars dated 28.12.2022, Notice of the EGM along with Attendance Slip, Proxy Form and Route Map of the Venue of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members whose email is not registered may note that the Notice of EGM will also be available on the Company's website <https://www.lordschloro.com/investor-information.html> and on websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at <https://www.nseindia.com> respectively.

11. Voting through electronic means

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 09th July, 2024 at 09:00 A.M. and ends on 11th July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 05th July, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 05th July, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="662 320 1380 1093">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="662 1104 1380 1753">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="662 1765 1380 1865">3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting 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 Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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. NSDL and CDSL.

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to awanishcorporate@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or at Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 secretarial@lordschloro.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) to secretarial@lordschloro.com .If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The statement pursuant to Section 102 (1) of the Companies Act, 2013 (“Act”) relating to business(es) mentioned under the Item no. 1 of the accompanying Notice is as below:

Item No 1:

The Board of Directors at their meeting held on June 17, 2024, considered and approved the proposal for raising funds aggregating upto Rs. 42,70,00,000 (Rupees Forty-Two Crore and Seventy Lakhs only) by way of issuance of 35,00,000 (Thirty-Five Lakhs) Warrants at a price of Rs. 122.00 per warrant by way of preferential issue on Private Placement basis, subject to approval of Members of the Company by way of Special Resolution, inter-alia, in terms of Sections 23, 42 and 62 of the Companies Act, 2013 and the applicable rules, regulations and notifications thereunder (“Act”) as well as SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) to the Proposed Allottees as indicated in the above resolution.

The information as required under SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

- 1. Date of passing of Board resolution for approving preferential issue:** June 17, 2024.
- 2. Objects of the Preferential Issue:**

The Company intends to utilize the proceeds of the proposed preferential issue on private placement basis towards the following objects:

Sr. No.	Objects	Estimated amount to be utilized for each of the Objects* (Rs. in Crores)	Percentage of the Proceeds being utilized	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	For meeting capital expenditure requirement of the Company	22.70	53.16%	Total money shall be utilised within 12 months from the date of exercise of warrants
2	Working capital requirement of the Company	10.00	23.42%	
3	General Corporate Purpose, which includes, without limitation, strategic initiatives, funding growth opportunities, strengthening marketing capabilities and brand building exercises, meeting ongoing general corporate contingencies, fund raising expense and other expenses incurred in ordinary course of business	10.00	23.42%	
	Total	42.70	100.00%	

* considering 100% conversion of Warrants into equity shares within the stipulated time.

While the amounts proposed to be utilized against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same

is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws. However, the amount stated for the general corporate purposes, shall not exceed Rs. 10.68 Crores (approx..) i.e., 25% of proceeds from the Preferential Issue.

Further, pending the utilization of the funds, our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

3. Particulars of the offer including maximum number of specified securities to be issued:

Issue and allotment of upto 35,00,000 (Thirty-Five Lakhs) Warrants to the Proposed Allottees at a price of Rs. 122/- (Rupees One Hundred And Twenty Two Only), each ("Warrants Issue Price") aggregating upto Rs. 42,70,00,000 (Rupees Forty-Two Crore and Seventy Lakhs only), payable in cash. Each warrant is convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each of face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 112/- (Rupees One Hundred and Twelve Only) per share. The Warrant Issue Price shall not be less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

4. Amount which the company intends to raise by way of such securities:

Amount aggregating to Rs. 42,70,00,000 (Rupees Forty-Two Crore and Seventy Lakhs only).

5. The price or price band at/within which the allotment is proposed:

The Warrants are proposed to be issued to the Proposed Allottees at an issue price of Rs. 122.00 (Rupees One Hundred and Twenty-Two only) per Warrant, such price being not less than the minimum price, as on the 'Relevant Date', as determined in accordance with the provisions of Chapter V of the ICDR Regulations.

6. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The issue price has been determined based of the provisions of Regulation 164 of the SEBI ICDR Regulations and other applicable statutory provisions and the rules made thereunder. The Equity Shares of the Company are frequently traded on the stock exchanges, as the proposed allotment is more than 5% of the post issue fully diluted share capital of the company, to an allottee or to

allottees acting in concert, hence, Regulation 166A of SEBI ICDR Regulations is applicable, however there is no change in control of the Company.

The minimum floor price (rounded off the next integer) as calculated in accordance with Regulation 164(1) of the SEBI ICDR Regulations, is considered as the issue price for the purpose of issuance of Warrants covered under this notice.

Relevant Date

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Wednesday, June 12, 2024, i.e., 30 (thirty) days prior to the date of this EGM.

Whether frequently traded or not

The equity shares of the Company are listed on both NSE and BSE and frequently traded on both the exchanges in accordance with SEBI ICDR Regulations, with higher trading volume on NSE.

Floor Price

As per the provisions of the SEBI ICDR Regulations, the floor price at which the warrants convertible into equal number of equity shares can be issued is Rs. 122.00 per warrant as per the pricing formula prescribed in SEBI ICDR Regulations. The Warrants will be issued at a price of Rs. 122.00 per Warrant, which is more than the higher of the following:

- a) the 90 trading days’ volume weighted average price of the Company’s equity shares quoted on the Stock Exchange preceding the Relevant Date; i.e. Rs. 118.19 per warrant or
- b) the 10 trading days’ volume weighted average price of the Company’s equity shares quoted on the Stock Exchange preceding the Relevant Date i.e. Rs. 121.78 per warrant or
- c) Floor price determined in accordance with the provisions of the articles of association of the Company. Article 13(1)(c) of the Articles of Association of the Company provide for obtaining a valuation report from a Registered Valuer, however, does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The Company has obtained a Valuation Report dated June 17, 2024 issued by Sundae Capital Advisors Private Limited (IBBI Regn. No IBBI/RV-E/03/2021/136), having office at 1177, 11th Floor, VEGAS, Plot No. 6, Sector-14 (North), Dwarka City Centre, New Delhi - 110 075, that certified the floor price of Rs. 121.78 (Rupees One Hundred and Twenty-One and Paise Seventy-Eight only) (“Valuation Report”)

Further, the proposed preferential issue on private placement basis may result in allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Sundae Capital Advisors Private Limited, Registered Valuer (IBBI Regn. No IBBI/RV-E/03/2021/136) i.e., Rs. 121.78 (Rupees One Hundred and Twenty-One and Paise Seventy-Eight only) (“Valuation Report”). The said report is available on the website of the Company at <https://www.lordschloro.com/investor-information.html> for inspection by the Members and the same may be accessed on the Company’s website at the link <https://www.lordschloro.com/investor-information.html> .

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

The Members may note that a certificate has been obtained from V D JAIN & Co., Practicing Chartered Accountants having office at 401, Amba Towers, DC Chowk, Sector 9, Rohini, Delhi – 110085 certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation and the same shall be available for inspection by the Members and may be accessed on the Company's website at the link <https://www.lordschloro.com/investor-information.html> .

7. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for determining the issue price of the Warrants shall be Wednesday, June 12, 2024, being the date which is 30 days prior to the date specified by the Company for the EGM.

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoters/Promoter Group of the Company and Public Category in terms with the provisions of SEBI ICDR Regulations.

9. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Offer:

Mr. Madhav Dhir, Promoter and Whole-time Director, Ms Maneesha Dhir, Promoter, Ms Srishti Dhir, Promoter and Director, Ms. Snigdha Dhir, member of Promoter Group; and Mr. Ajay Virmani, Managing Director in Non- Promoter Group intends to participate and subscribe for 28,50,000 Warrants in the preferential offer.

Except for the above, none of the Directors, Promoters, Key Managerial Personnel or Senior Management intend to subscribe to the convertible Warrants in the proposed preferential issue.

10. The proposed time frame within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

The Warrants may be exercised by the Proposed Allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

11. Details (including class/category) of the Proposed Allottee and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

S.No.	Proposed Allottees	Category	Natural person who are / is the ultimate beneficial owners / who control the proposed allottees	No. of Warrants to be allotted	Pre-Issue Shareholding (as on Relevant Date)		Post Issue shareholding pattern (on fully diluted basis) *	
					No. of shares held	%	No. of shares held	%
1	Madhav Dhir	Promoter	Individual	9,00,000	86,93,442	34.56	95,93,442	33.48
2	Maneesha Dhir	Promoter	Individual	9,00,000	10,20,000	4.06	19,20,000	6.70
3	Srishti Dhir	Promoter	Individual	4,50,000	40,85,694	16.24	45,35,694	15.83
4	Snigdha Dhir	Promoter Group	Individual	4,50,000	NIL	0.00	4,50,000	1.57
5	My Money Credits Private Limited	Non-Promoter	Indian Company [^]	2,00,000	NIL	0.00	2,00,000	0.70
6	Mehak Infracon Private Limited	Non-Promoter	Indian Company [#]	4,50,000	1,86,986	0.74	6,36,986	2.22
7	Ajay Virmani	Non-Promoter	Individual	1,50,000	NIL	0.00	1,50,000	0.52
Total				35,00,000				

[^]My Money Credits Private Limited is incorporated under Companies Act, 2013. Mr. Govind Narain Seth and Mr. Sanjai Seth are the ultimate beneficial owners of the Company, by way of their direct and indirect holdings.

[#]Mehak Infracon Private Limited is incorporated under Companies Act, 2013. Ms. Anju Batra, is the ultimate beneficial owner of the Company, by way of their direct and indirect holdings.

***Note:** The table shows the expected shareholding pattern of the Company upon assumption that entire Warrants issued will be converted into Equity shares of the Company and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.

12. The change in control, if any, in the company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue, except to the extent of respective change in the shareholding of the Proposed Allottee(s).

13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

15. The pre-issue and post-issue shareholding pattern of the company or the current and proposed status of allottees post the preferential issue:

The pre-issue and post-issue shareholding pattern (after considering full allotment of Warrants under Item No. 1 of this Notice to be issued on preferential basis), on fully diluted basis, is given below:

Shareholding pattern	Pre-Issue shareholding pattern (on fully diluted basis)		New Issue (Convertible Warrants)	Post Issue shareholding pattern (on fully diluted basis)*	
	No. of shares	%age		No. of shares	%age
A. Promoter & Promoter Group					
Promoters					
Madhav Dhir	86,93,442	34.56	9,00,000	95,93,442	33.48
Maneesha Dhir	10,20,000	4.06	9,00,000	19,20,000	6.70
Srishti Dhir	40,85,694	16.24	4,50,000	45,35,694	15.83
Others	49,81,420	19.80	-	49,81,420	17.39
Promoter Group					
Snigdha Dhir	-	0.00	4,50,000	4,50,000	1.57
Total	1,87,80,556	74.66	27,00,000	2,14,80,556	74.97
Public					
Allottees					
My Money Credits Private Limited	-	0.00	2,00,000	2,00,000	0.70
Mehak Infracon Private Limited	1,86,986	0.74	4,50,000	6,36,986	2.22
Ajay Virmani	-	0.00	1,50,000	1,50,000	0.52
Other Public Shareholders	61,86,319	24.59	-	61,86,319	21.59
Sub-total (B)	63,73,305	25.34	8,00,000	71,73,305	25.03
Total	2,51,53,861	100.00	35,00,000	2,86,53,861	100.00

*Note: The table shows the expected shareholding pattern of the Company upon assumption that entire Warrants issued will be converted into Equity shares of the Company and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.

16. Holding of shares in demat form, non-disposal of shares by the Proposed Allottee(s) and lock-in period of shares

The entire pre-preferential shareholding of the Proposed Allottee(s) in the Company, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such allottee(s) shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants. The shareholder who has sold their shares during the 90 trading days period prior to the Relevant Date shall not be eligible for allotment of Securities on preferential basis.

Lock-in Period:

The Warrants and the resultant equity shares on conversion of the warrants, to be allotted to the Proposed Allottee shall be subject to 'lock-in' and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Warrants to be allotted to the Proposed Allottees will not be listed on any of the Stock Exchange(s), therefore, the Warrants will be locked-in for a period of one year from the date of allotment.

The Equity Shares allotted pursuant to the conversion of Warrants to the Promoter will be locked-in for a period of eighteen months (18) from the date of trading approval for resulting Equity Shares. Further, the Equity shares allotted pursuant to the conversion of Warrants to the Public Category Allottees will be locked-in for a period of six months (6) from the date of trading approval for resulting Equity Shares.

The Proposed Allottees for Warrants have confirmed that the pre-preferential holding is locked-in and further, they have not sold any equity shares of the Company during the 90 trading' days period prior to the Relevant Date. Further, the Proposed Allottees have also undertaken that they will not deal in the Equity Shares of the Company till the allotment of Warrants is completed.

17. Material terms of raising such Securities: The material terms of the proposed preferential issue of Warrants are stipulated in the Special Resolution as set out at Item No. 1 of this Notice.

The other material terms for the Preferential Issue of Warrants to the Proposed Allottees are as follows:

- i. Prior to the Conversion Date, the Warrant holder shall pay the Warrant Exercise Amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants, in accordance with applicable laws.
- ii. The Company shall file the certificate from its Statutory Auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- iii. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants.

- iv. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- v. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice.

18. Practicing Company Secretary's Certificate:

The certificate from SSPK & Co., Practicing Company Secretaries, having office at 308, SG Shopping Mall, DC Chowk, Sector-9, Rohini, Delhi-110085, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available to the Members for inspection at the Registered Office of the Company from the date of dispatch of Notice of EGM till July 12, 2024, during office hours, and is also being made available on the website of the Company at <https://www.lordschloro.com/investor-information.html> .

19. Principle terms of assets charged as securities: Not Applicable

20. Undertaking:

- Issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.
- The entire Shareholding of the Proposed Allottee(s) of the Company, is held by them in dematerialized form. Further, the specified securities will be issued in dematerialized form only.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.
- Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- The Company does not have any outstanding dues payable to SEBI, Stock Exchanges or the Depositories.
- The proposed allotment of Warrants will not result in any change in the current and proposed status of the allottee(s) post the preferential issue, namely, promoter or non-promoter;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company.
- The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.
- The Promoter and promoter group will exercise their right to convert their warrants into equity share in such a manner that the holding of the Promoter and promoter group is in compliance with the Minimum Public Shareholding Norms at all times.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company or any Committee formulated thereof, to create, offer, issue and allot convertible Warrants as specifically described in the resolution set out at Item No. 1 of this Notice. The Board of Directors believe that the proposed issue is in the best interest of the Company and Members. The Board, accordingly, recommends Special Resolution as set out in Item No. 1 of the accompanying Notice, for the approval by the Members of the Company.

The resolution and the terms stated therein as also the terms stated in this Explanatory Statement herein above shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board (or any Committee formulated by the Board for this purpose, to whom any power may be delegated by the Board in this regard) shall have the sole and absolute authority to modify the terms hereinabove in case of any subsequent changes in law, without seeking any further approval from the shareholders.

Mr. Madhav Dhir, Promoter and Whole-time Director, Ms. Maneesha Dhir, Promoter, Ms. Srishti Dhir, Promoter and Director, Ms. Snigdha Dhir, member of Promoter Group and Mr. Ajay Virmani, Managing Director intends to participate and subscribe for 28,50,000 Warrants in the preferential issue on private placement basis.

Except these, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

**By order of the Board of Directors
For Lords Chloro Alkali Limited**

sd-
Ajay Virmani
(Managing Director)
DIN: 00758726

Registered Office:
SP-460, Matsya Industrial Area,
Alwar, Rajasthan – 301030, India
CIN: L24117RJ1979PLC002099

Date: June 17, 2024
Place: New Delhi

LORDS CHLORO ALKALI LIMITED
CIN No. : L24117RJ1979PLC002099
Registered Office: SP-460, MIA, Alwar Rajasthan-301 030
Corporate Office : A-281, 1st Floor, Defence Colony, New Delhi -110024
Email Id.: secretarial@lordschloro.com **Ph. No. :** 011- 40239034/35/36/37/38
Website: www.lordschloro.com

ATTENDANCE SLIP

Name(s) of Member (s) :
(In block letters (including joint holders, if any)
Registered Address of the sole/ :
First named member

Registered Folio No. /
DPID No. & Client ID No.

No. of Shares held

I/ we hereby record my/our presence at the Extra-Ordinary General Meeting of the company being held on Friday, 12th July, 2024 at 11.00 A.M. at registered office of the Company at SP- 460, Matsya Industrial Area, Alwar (Rajasthan) 301030.

Signature of the Member/ Proxy present.....

Notes:

1. Member/ Proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and handover at the entrance duly signed.
2. Please cut here and bring the above attendance slip to the meeting.

E-VOTING INFORMATION

EVEN (Electronic Voting Event Number)	User ID	Default PAN/Sequence Number
128865		

Please see note no. 11 to the Notice dated 17th June, 2024 convening the EGM for the procedure with respect to e-voting.

Note: The remote e-voting period commences on 9th July, 2024 at 9:00 A.M. and ends on 11th July, 2024 at 5:00 P.M (at 5.00 P.M. IST)

LORDS CHLORO ALKALI LIMITED

Registered Office: SP-460, MIA, Alwar Rajasthan-301 030
Corporate Office : A-281, 1st Floor, Defence Colony, New Delhi -110 024
CIN No. : L24117RJ1979PLC002099; **Ph. No. :** 011 40239034/35
Email Id.: secretarial@lordschloro.com; **Website:** www.lordschloro.com

FORM NO. MGT-11

PROXY FORM

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

Name of the member (s):
Registered address:
E-mail Id:
DP ID and Client Id / Folio No.

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name: Address:
E-mail Id: Signature:..... or failing him
2. Name: Address:
E-mail Id: Signature:....., or failing him
3. Name: Address:
E-mail Id: Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, 12th July, 2024 at 11:00 A.M. at the Registered office of the Company at SP-460, MIA, Alwar Rajasthan 301001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Special Business	Optional*	
		For	Against
1.	ISSUE OF UPTO 35,00,000 WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER AND OTHER ENTITIES BELONGING TO NON-PROMOTER CATEGORY		

* It is optional to put “x” in the appropriate column against the resolutions indicated in the box. If you leave the ‘ For’ or ‘Against’ column blank against any or all resolutions, your proxy will be entitle to vote in the manner as he/she thinks appropriate.

Signed this..... day of..... ..

Signature of Member

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Affix the revenue stamp of Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. by 11:00 A.M. 12th July, 2024.
2. For the Resolutions, Explanatory Statements and notes, please refer to the notice of the Extra-Ordinary General Meeting of the Company.
3. Please complete all details including detail of member(s) in above box before submission.

Route Map of AGM venue

