

July 28, 2021

To,  
The Manager  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai – 400001

Subject: Public Announcement to the shareholders of Lords Chloro Alkali Limited ('LCAL' or 'TC' or 'Target Company') in terms of Regulation 3(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

We, **Corporate Professionals Capital Private Limited** (hereinafter referred to as '**Manager to the Offer**'), are hereby submitting the **Public Announcement** made by us on behalf of **Mr. Madhav Dhir, Ms. Srishti Dhir and Dhir Hotels and Resorts Private Limited ('Acquirers')** to acquire 92,75,000 (Ninety Two Lacs Seventy Five Thousand) Equity Shares representing 36.87% of the Total Paid-up Share Capital of the Target Company at a price of INR 47.75/- (Indian Rupees Forty Seven and Seventy Five Paise only) for each Equity Share of Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations, 2011').

Kindly take the above information on your records.

For **Corporate Professionals Capital Private Limited**



(Manoj Kumar)

Partner & Head – M&A and Transactions

**PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (2) READ WITH REGULATION 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO FOR THE ATTENTION OF PUBLIC SHAREHOLDERS OF**

# **LORDS CHLORO ALKALI LIMITED**

OPEN OFFER ('OFFER' / 'OPEN OFFER') FOR ACQUISITION OF UPTO 92,75,000 EQUITY SHARES OF FACE VALUE OF INR 10.00 ('EQUITY SHARE') REPRESENTING 36.87% OF TOTAL PAID-UP SHARE CAPITAL OF **LORDS CHLORO ALKALI LIMITED** (HEREINAFTER REFERRED AS '**LCAL**' / '**TARGET COMPANY**') FROM ALL THE SHAREHOLDERS OF TARGET COMPANY (OTHER THAN THE ACQUIRERS AND THEIR PERSON ACTING IN CONCERTS) BY **MR. MADHAV DHIR, MS. SRISHTI DHIR AND DHIR HOTELS AND RESORTS PRIVATE LIMITED** (HEREINAFTER COLLECTIVELY REFERRED AS '**ACQUIRERS**').

This Public Announcement ('PA' / 'Public Announcement') is being issued by **Corporate Professionals Capital Private Limited** ('Manager to the Offer') for and on behalf of **Acquirers to all the Shareholders of the Target Company (other than the Acquirers and their Person Acting in Concerts)** pursuant to, and in compliance with, **Regulation 3(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations')**.

## **1. OFFER DETAILS:**

- 1.1. **Size:** 92,75,000 (Ninety Two Lacs Seventy Five Thousand) Equity Shares representing 36.87% of the Total Paid-up Share Capital of the Target Company subject to the terms and conditions mentioned in this Public Announcement and the Detailed Public Statement (the 'DPS') and the Letter of Offer (the 'LOF') that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

1.2. **Price/ Consideration:** The Open Offer is made at a price of INR 47.75/- (Indian Rupees Forty Seven and Seventy Five Paise only) for each Equity Share of Target Company. The total consideration payable by the Acquirers under the Open Offer, at the Offer Price will be, INR 44,28,81,250 (Indian Rupees Forty Four Crores Twenty Eight Lacs Eight One Thousand Two Hundred and Fifty Only).

1.3. **Mode of Payment (Cash/ Security):** The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

1.4. **Type of Offer:** This Open Offer is being made voluntarily by the Acquirers under the provisions of Regulation 3(2) of the SEBI (SAST) Regulations, with the intent to consolidate their shareholding to the extent of maximum permissible non-public shareholding.

**2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION): NOT APPLICABLE**

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for Shares/ Voting Rights (VR) acquired (INR In Crores)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity/ voting Capital			
Not Applicable						

### 3. ACQUIRER:

DETAILS	ACQUIRER 1	ACQUIRER 2	ACQUIRER 3
Name of Acquirer	MR. MADHAV DHIR	MS. SRISHTI DHIR	DHIR HOTELS AND RESORTS PRIVATE LIMITED
Address	C-361, Defence Colony, New Delhi – 110024	C-361, Defence Colony, New Delhi – 110024	D-55, Defence Colony, New Delhi – 110024
Name(s) of persons in control/promoters of Acquirer	Not Applicable	Not Applicable	Mr. Alok Dhir Mrs. Maneesha Dhir Ms. Srishti Dhir Mr. Madhav Dhir
Name of the Group, if any, to which the Acquirer belongs to	Not Applicable	Not Applicable	Not Applicable
Pre-Transaction Shareholding (Number and % of Total Share Capital) of Acquirer	<b>73,84,582 Equity Shares</b> (Seventy Three Lacs Eighty Four Thousand Five Hundred and Eighty Two) representing 29.36% of the total paid-up share capital of the Target Company	Nil	Nil
Proposed Shareholding after the acquisition of shares which	<b>75,44,582 Equity Shares</b> (Seventy Five Lacs Forty Four Thousand Five Hundred and Eighty Two) representing 29.99%	<b>41,15,000 Equity Shares</b> (Forty One Lacs and Fifteen Thousand) representing 16.36% of the total	<b>50,00,000 Equity Shares</b> (Fifty Lacs) representing 19.88% of the total paid-up

triggered the Open Offer	of the total paid-up share capital of the Target Company	paid-up share capital of the Target Company	share capital of the Target Company
Any other interest in the TC	<p>As on the date of the Public Announcement, Acquirer 1 is the existing Promoter of the Target Company and is also a Director in the Target Company.</p> <p>One of the immediate relative of Acquirer 1 i.e. Mrs. Maneesha Dhir is a member of Promoter and Promoter group of the Target Company and holds 4.06% shares in the Target Company.</p> <p>Also, one of the promoter group entity, namely Shiva Consultants Private Limited ('SCPL') holds 4.70% shares in the Target Company, which is owned and controlled by the immediate relatives and associates companies of the Acquirer 1 and Acquirer 2, who together hold 53.88% shares in SCPL.</p>	<p>As on the date of the Public Announcement, Acquirer 2 does not hold any shares or directorship in the Target Company.</p> <p>However, immediate relatives of Acquirer 2 i.e. Mr. Madhav Dhir ('Acquirer 1') and Mrs. Maneesha Dhir are member of Promoter and Promoter group of the Target Company and holds 29.36% and 4.06% shares in the Target Company, respectively.</p> <p>Also, one of the promoter group entity, namely Shiva Consultants Private Limited ('SCPL') holds 4.70% shares in the Target Company, which is owned and controlled by the immediate relatives and associates companies of the Acquirer 1 and Acquirer 2, who together hold 53.88% shares in SCPL.</p>	<p>As on the date of the Public Announcement, Acquirer 3 does not hold any shares or interest in the Target Company. However Acquirer 1, Acquirer 2 and their immediate relatives holds 100% equity shares of Acquirer 3.</p>

#### 4. DETAILS OF SELLING SHAREHOLDERS: NOT APPLICABLE

Name	Part of Promoter/ Promoter group	Pre- Transaction		Post Transaction	
	(Yes/No)	Number	% of Total Voting Capital	Number	% of Total Voting Capital
Not Applicable					

#### 5. TARGET COMPANY:

Name	LORDS CHLORO ALKALI LIMITED
CIN	L24117RJ1979PLC002099
Exchange where shares are Listed	BSE Limited ('BSE')

#### 6. OTHER DETAILS

6.1. The Detailed Public Statement pursuant to this Public Announcement, which carries all the relevant information pertaining to the offer, including the detailed information on the offer price, detailed information on the Acquirer, detailed information on the Target Company, detailed reasons for the offer, statutory approvals for the offer, details of financial arrangement, other terms of the offer, conditions to the offer etc. shall be published in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one local language newspaper where the registered office of the Target Company is situated i.e. the local language of Rajasthan i.e. Hindi and any one local language newspaper having wide circulation in the area where the Stock Exchange is situated on which the shares of the Target Company are listed. The Detailed Public Statement shall be published on or before Wednesday, August 04, 2021.

6.2. Acquirers undertake that they are aware of and shall comply with all obligations under the SEBI (SAST) Regulations, 2011.

6.3. Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011.

**ISSUED ON BEHALF OF ACQUIRERS BY MANAGER TO THE OFFER**



**CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED**

D-28, South Extn. Part-1, New Delhi – 110049

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**SEBI Regn. No:** INM000011435

**For and on behalf of**

**Mr. Madhav Dhir**

**Ms. Srishti Dhir**

**Dhir Hotels and Resorts Private Limited**

**Acquirers**

**Place: New Delhi**

**Date: July 28, 2021**