



Lords Chloro Alkali Limited

A-281, 1st Floor, Defence Colony, New Delhi-110 024
Phones :+91-11-40239034/35/36/37/38
E-mail : contact@lordschloro.com
Web : www.lordschloro.com

To,
The General Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001

Date:-26.04.2022

BSE Scrip Code: 500284

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

Dear Sir/ Madam,

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in furtherance to intimation dated April 11, 2022, please find enclosed herewith the copy of the Notice for convening the Extraordinary General Meeting of the Members of the Company scheduled to be held on Wednesday 25th May, 2022 at 11.00 A.M at Registered Office 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. www.lordschloro.com.

Kindly take the above in your record.

Yours faithfully
For Lords Chloro Alkali Limited

(Nitesh Anand)
Company Secretary & Compliance Officer



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

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of **Lords Chloro Alkali Limited** will be held on Wednesday 25th May, 2022 at 11.00 A.M. at registered office at SP-460, Matsya Industrial Area, Alwar (Rajasthan) - 301030 to transact the following businesses:

SPECIAL BUSINESS:

1. To re-appoint and approval of remuneration to Shri Ajay Virmani (DIN 00758726), Managing Director of the Company

To consider and, if thought fit, with or without modification to pass the following resolution proposed as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Section 196, 197 of the Companies Act, 2013 and rules made thereunder read with Schedule-V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and as per the applicable provision of the Companies Act, 2013 and subject to the approval of the any other authorities/Central Govt., if required, as recommended by Nomination and Remuneration committee and as considered by Board of Directors in its meeting held on 28th June, 2021, consent of members of the Company be and is hereby accorded for re-appointment of Shri Ajay Virmani (DIN 00758726) as Managing Director of the Company for a further period of 5 years w.e.f. 12th July, 2021.

“RESOLVED FURTHER THAT subject to the provisions of Section 196, 197 of the Companies Act, 2013 and rules made thereunder read with Schedule-V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and as per the applicable provision of the Companies Act, 2013 and subject to the approval of the any other authorities/ Central Govt., if required, as recommended by Nomination and Remuneration committee and as considered by Board of Directors in its meeting held on 28th June, 2021, consent of members of the Company be and is hereby accorded to pay remuneration to Shri Ajay Virmani (DIN 00758726) as Managing Director upto 31st December 2023 subject to the following terms & conditions:

- a) **Minimum fixed salary** of Rs. 1,33,00,000/- (Rupees One Crore Thirty Three Lakhs Only) per annum.
- b) **Special allowance @ 4%** of Earning before Depreciation and Taxes after Interest (EBDTAI), if it is above Rs. 15 crores and upto Rs. 25 crores in a particular financial year **and**
- c) **Performance bonus @ 5%** of EBDTAI, if it is above Rs. 25 crores and upto Rs. 50 crores in a particular financial year, in addition to special allowance as referred to in point no. (b) above **and**
- d) **Additional Performance Incentive @ 6%** of EBDTAI, if it is above Rs. 50 crores and upto Rs. 100 crores in a particular financial year, in addition to the special allowance and performance bonus as referred to in point no. (b) and (c) above **and**

- e) **Special Incentive @ 7% of EBDTAI**, if it is above Rs. 100 crores in a particular financial year, in addition to the special allowance, performance bonus and additional performance incentive referred to in point no. (b), (c) and (d) above.

“RESOLVED FURTHER THAT in the event of Company having no profit or inadequacy of profit in any financial year, during the tenure of Shri Ajay Virmani (DIN 00758726) as Managing Director of the Company, the aforesaid remuneration may be paid as the minimum remuneration payable to him subject to the provisions and necessary approvals in accordance with the limits prescribed in Schedule V of the Act.”

“RESOLVED FURTHER THAT any Director (s) of the Company be and are hereby authorized to file/upload e-Form MGT-14, DIR-12, MR-1 and MR-2 etc. with respect to reappointment and payment of remuneration to Shri Ajay Virmani as Managing Director of the Company with the Registrar of Companies, Jaipur Rajasthan (on MCA Portal).”

RESOLVED FURTHER THAT any Director (s) of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution(s) or as may be otherwise considered by the Board to be in the best interest of the Company.”

2. **Reclassification of Promoters of the Company as Public Shareholders**

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

“RESOLVED THAT pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws and as recommended by Board of Directors of the Company, consent of the members of the company be and is hereby accorded to reclassify the following person from “Promoter Category” to “Public Category” since the persons is neither involved in the management nor holding any controlling stake in the Company. None of the aforesaid person indicated in the table below has entered into any Shareholders Agreement with the Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:

| Sl. No | Name of the Individual/ Entity/ Company | No. of Equity Shares Held | % of the total Equity Capital |
|--------|---|---------------------------|-------------------------------|
| 1. | Rakesh Ahuja | 0 | 0 |
| 2. | Jyoti Ahuja | 0 | 0 |
| 3. | Yuvraj Ahuja | 0 | 0 |
| 4. | Matrix Dotcom Infonet Private Limited | 0 | 0 |

“RESOLVED FURTHER THAT

- i. The shareholding of the aforesaid Promoter/Promoter Group is NIL % of the equity share capital of the Company.
- iii. The aforesaid persons/entity/company have not and will not continue to exercise direct or indirect control over the Company.
- iv. No directors of the above said persons/entity/company would be appointed as key managerial personnel of the Company.
- v. No special right would be held by the above reclassified person/entity/ Company.
- vi. The aforesaid persons/entity/company are not ‘wilful defaulter’ (s) as per the Reserve Bank of India Guidelines.

vii. The aforesaid persons/entity/company are not a fugitive economic offender (s).

“RESOLVED FURTHER THAT any Director(s) of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution(s) or as may be otherwise considered by the Board to be in the best interest of the Company.”

**For and on behalf of the Board
For Lords Chloro Alkali Limited**

**Place: New Delhi
Date: 11th April, 2022**

**S/d
Ajay Virmani
Managing Director
DIN: 00758726**

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 to 2 is annexed hereto.
2. **A 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 25th May, 2022.

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 Shri 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 terms of the Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020 and 39/2020 dated 31.12.2020 and 10/2021 dated 23.06.2021 and 20/2021 dated December 08, 2021 (collectively referred to as "MCA Circulars") Notice of the EGM along with Attendance Slip and Proxy Form 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 www.lordschloro.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively.

11. Voting through electronic means

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 22nd May, 2022 at 9:00 A.M. and ends on 24th May, 2022 at 5:00 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. 18th May 2022, 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 18th May 2022.

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 and joining virtual meeting 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div> |

| | |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| 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 |

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022-23058738 or 022-23058542-43 |

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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at evoting@nsdl.co.in

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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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 THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IS ANNEXED HERETO.

ITEM NO. 1

Board of Directors in its meeting held on 28th June, 2021 saved its consent for re-appointment of Shri Ajay Virmani, (aged 60 years) a qualified Chartered Accountant, (DIN:00758726) as Managing Director of the Company, for a further period of Five (5) years w.e.f. 12th July, 2021.

Further, Shri Ajay Virmani (DIN 00758726) is entitled to get remuneration upto 31st December 2023 subject to the following terms & conditions:

- a) **Minimum fixed salary** of Rs. 1,33,00,000/- (Rupees One Crore Thirty Three Lakhs Only) per annum.
- b) **Special allowance @ 4%** of Earning before Depreciation and Taxes after Interest (EBDTAI), if it is above Rs. 15 crores and upto Rs. 25 crores in a particular financial year **and**

- c) **Performance bonus @ 5% of EBDTAL**, if it is above Rs. 25 crores and upto Rs. 50 crores in a particular financial year, in addition to special allowance as referred to in point no. (b) above **and**
- d) **Additional Performance Incentive @ 6% of EBDTAL**, if it is above Rs. 50 crores and upto Rs. 100 crores in a particular financial year, in addition to the special allowance and performance bonus as referred to in point no. (b) and (c) above **and**
- e) **Special Incentive @ 7% of EBDTAL**, if it is above Rs. 100 crores in a particular financial year, in addition to the special allowance, performance bonus and additional performance incentive referred to in point no. (b), (c) and (d) above.

Pursuant to section 197 of the Companies Act, 2013 (the Act), total managerial remuneration payable by the Company to its Directors including Managing Director and Whole-time Director(s) shall not exceed 11% of the net profits of the Company in any Financial Year. Further, the remuneration payable to any one Managing Director; or Whole-time Director shall not exceed 5% of the net profits of the Company and if there is more than one such Director remuneration shall not exceed 10% of the net profits to all such directors taken together except with the approval of the Company in general meeting by passing a special resolution as per the provisions of Schedule V of the Act.

Therefore, in the event of Company having no profit or inadequacy of profit in any financial year, Company may pay the above said remuneration subject to the approval of members in the general meeting as per the provisions of Schedule V of the Act. Such approval shall be applicable upto 31st December 2023.

As recommended by the Nomination and Remuneration Committee and subject to the approval of members of the Company in their general meeting by special resolution, it is proposed to pay to Shri Ajay Virmani a remuneration of Rs. 133,00,000/- (Rupees One Crore Thirty Three Lakhs Only) per annum by way of salary plus other perquisites, incentives, benefits etc. as may be approved by the Board of Directors of the Company.

Shri Ajay Virmani (DIN:00758726) aged 60 years a qualified Chartered Accountant. He is involved in the day to day management of the Company and takes keen interest in all the on-going projects right from conception and planning till its execution and has been guiding the activities of the Company all through. Shri Ajay Virmani is not on the Board of any other listed Company and any committee(s) of other Company. He is completely devoting his time to this Company only. He has no shareholding in this Company. He has attended all Board meetings during the year 2020-21. He has not any relationship with other Directors, Manager and other Key Managerial Personnel of the company,

In this regard, the details under Section-II of Part-II of Schedule – V of the Companies Act, 2013, required for the resolutions mentioned in item No. 1 of the Notice, the following information is furnished below:

I. General information:

- (1) **Nature of Industry:** Company is engaged in manufacturing of Caustic Soda, Liquid Chlorine, Stable Bleaching Powder, Hydrochloric Acid, Trichloroethylene and Hydrogen Gas.
- (2) **Date of Commencement of Commercial Production:** The Company commenced production of Caustic Soda in April 1983 with a capacity of 125 tonnes per day.
- (3) **Financial Performance:**

(Rs. In Lakhs)

| Year | 2020-21 | 2019-20 | 2018-19 | 2017-18 |
|-------------------|----------|----------|-----------|-----------|
| Sales | 15410.12 | 20368.88 | 25,113.56 | 16,594.74 |
| Net Profit/(Loss) | (204.09) | 1030.02 | 2,298.92 | 847.25 |

II. Information about the appointee:

1. Background Details:

Mr. Ajay Virmani, Chartered Accountant, was appointed as Managing Director of the Company w.e.f. 12th July, 2012. He is a high caliber professional and is ideally suited for this position. He is fully equipped to facilitate the operation of the Company due to his vital business experience of over 33 years including 10 years in the Company.

2. Past Remuneration:

Rs.1,33,00,000/- (Rupees One Crore Thirty Three Lakhs Only) per annum besides perquisites and allowances as approved by the Board of Directors of the Company.

3. Job profile and his suitability:

Shri Ajay Virmani is involved in the day to day management of the Company and takes keen interest in all the on-going projects right from conception and planning till its execution and has been guiding the activities of the Company all through.

4. Remuneration proposed

The details of remuneration proposed to be paid to Shri Ajay Virmani as Managing Director of the Company are furnished in the resolution proposed for member's approval under Item No. 1 of this Notice.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The prevalent level remuneration in Chemicals Industries is higher. Taking into account the academic background, qualification and experience of Shri Ajay Virmani as Managing Director of the Company, his invaluable contribution to the Company, his vital role, the proposed remuneration to the appointee is reasonable.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Shri Ajay Virmani as Managing Director has no pecuniary relationship with the Company or Key Managerial Personnel of the Company or their relatives (except to the extent of the remuneration received/receivable from the Company as Managing Director).

(III) Other Information:

1. Reasons of loss or inadequacy of profit

The year started with CoVID-19 pandemic as a global challenge and the year seen decline in Caustic Soda price realization due to slow economic conditions and CoVID-19 in the year end. Slowdown in the manufacturing sector and supply rate hugely impacted the revenue of the Company during the year under review.

2. Steps taken or proposed to be taken for improvement

The Company has increased its production capacity to 210 TPD. Now all the electrolyzers are based on new technology which is more reliable, energy efficient and has made the company to stay in the market.

3. Expected increase in productivity and profits in measurable terms

Company has a plan to increase the Caustic soda capacity to 300 TPD in near future. Further your Company is also working on few new products for captive consumption of

Chlorine for which environment clearance has already been taken. Company actively considering to come up with captive chlorine consumption plant next year.

IV. Disclosures

The prevalent level of remuneration in Chemicals Industries is higher. Taking into account the academic background, qualification and experience of Shri Virmani as Managing Director of the Company, his invaluable contribution to the Company, his vital role, the proposed remuneration to the appointee is reasonable.

Except Shri Ajay Virmani, none of the other Directors and Key Managerial Personnel of the Company in anyway, concerned or interested in the said resolutions. Above may also be treated as an abstract of the terms and conditions governing the remuneration of the Managing Director pursuant to Section 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

The Board therefore recommends the Resolution no. 1 for approval of the members as Special Resolution.

ITEM NO. 2

On October 27, 2021, Dhir family the existing promoter had made an open offer to acquire upto 75% of Shareholding of the Company. The Ahuja Family and person concerned to them have tendered their entire shareholding in the said “Open Offer”. Accordingly, after the completion of Open Offer, Ahuja family i.e. outgoing promoters do not hold any shares in the Company.

The Company had received the letter from the following person falling under the category of promoters/promoter Group of the Company requesting to be reclassified from the Category of “Promoters/Promoters Group” to “Public Category”.

| Sl. No | Name of the Individual/ Entity/ Company | No. of Equity Shares Held | % of the total Equity Capital |
|---------------|--|----------------------------------|--------------------------------------|
| 1. | Rakesh Ahuja | 0 | 0 |
| 2. | Jyoti Ahuja | 0 | 0 |
| 3. | Yuvraj Ahuja | 0 | 0 |
| 4. | Matrix Dotcom Infonet Private Limited | 0 | 0 |

Based on the letter received from above promoter person, the matter was discussed by the Board of Director at their meeting held on 11th April, 2022 and Board decided to get the above promoter/promoter group/persons reclassified from the “Promoter Category” to “Public Category” with the approval of stock exchanges.

The aforesaid Promoter/promoter group/persons are holding “NIL” shareholding which constitutes zero percentage of the total paid up capital of the Company. The aforesaid promoter/ promoter group/ persons do not exercise any control over the Company and are not engaged in the management of the Company. The aforesaid person neither have representation on the Board of Directors of the Company nor hold any key Management position in the Company. The Company has also not entered into any Shareholders Agreement with them. Further none of the aforesaid person has got any veto Rights as to voting power or control of the Company. They do not have any Special Information Rights. Further the aforesaid promoter/ promoter group/ persons was not classified as ‘willful defaulter’ as per the Reserve Bank of India Guidelines. The aforesaid promoter/ promoter group /persons are not a fugitive economic offender

The aforesaid persons have already requested to the Company to reclassify them from being a “Promoter Category” to “ Public Category” Shareholder of the Company.

Regulation 31A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations”) which deals with reclassification of promoter shareholding in to public Shareholding. It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following main conditions are satisfied.

- (i) On BSE being satisfied with the Compliance of conditions mentioned in Regulation 31A.
- (ii) A request for reclassification to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges.
- (ii) All relevant evidence to be provided.
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affair of company.
- (iv) The event of re-classification shall be disclosed to the Stock exchange as a material event in accordance with the provisions of Listing Regulations.

The Company’s case of re-classification of promoter is covered under Regulation 31A (2) of Listing Regulation.

Except the name mentioned in the table given above, none of the Directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution.

The Board therefore recommends the Resolution no. 2 for approval of the members as Ordinary Resolution.

For and on behalf of the Board
For Lords Chloro Alkali Limited

Place: New Delhi
Date: 11th April, 2022

S/d
(Ajay Virmani)
Managing Director
DIN: 00758726

Annexure to the Notice

Details of Directors seeking appointment/ reappointment at the forthcoming Extra-Ordinary General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| | |
|---|--|
| Name of Director | Shri Ajay Virmani |
| Director Identification No. | 00758726 |
| Date of Birth | 25/05/1961 |
| Brief Resume | Shri Ajay Virmani, aged 60 years, is a Chartered Accountant and working as a Managing Director of the Company. He has vast experience in Finance, taxation, manufacturing sectors including Textiles. He has been instrumental in shaping financial and business strategies for the Company. |
| Date of Appointment / Reappointment as Director | 14/05/2010 |
| Date of Appointment / Reappointment as Managing Director | 12/07/2018 |
| Expertise in Specific Functional Area | Finance, taxation, manufacturing sectors including Textiles |
| Disclosure of relationships between directors inter-se | He is not related to any of the Directors on the Board of the Company. |
| Names of listed entities in which he holds the directorship as on date. | Lords Chloro Alkali Limited |
| Names of listed entities in which he holds Membership of Committees of the board as on date. | Lords Chloro Alkali Limited |
| No. of equity shares held as on date. | NIL |



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

ATTENDANCE SLIP

| |
|--|
| <p><u>Name(s) of Member (s) :</u> <u>(In block letters (including joint holders, if any))</u> <u>Registered Address of the sole/:</u> <u>First named member</u></p> <p><u>Registered Folio No. /</u> <u>DPID No. & Client ID No.</u></p> <p><u>No. of Shares held</u></p> |
|--|

I/ we hereby record my/our presence at the Extra ordinary General Meeting of the company being held on Wednesday 25th May, 2022 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 |
|--|----------------|--|
| | | |

Please see note no. 11 to the Notice dated 11th April, 2022 convening the EGM for the procedure with respect to e-voting.

Note: The remote e-voting period commences on 22nd May, 2022 at 9:00 A.M. and ends on 24th May, 2022 at 5:00 P.M (at 5.00 P.M. IST)



LORDS CHLORO ALKALI LIMITED
CIN NO : L24117RJ1979PLC002099

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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 Wednesday 25th May, 2022 at 11.00 A.M. at registered office of the Company at SP-460, Matsya Industrial Area, Alwar (Rajasthan) 301030 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Special Business | Optional* | |
|----------------|--|-----------|---------|
| | | For | Against |
| 1. | To re-appoint and approval of remuneration to Shri Ajay Virmani (DIN 00758726), Managing Director of the Company | | |
| 2. | Reclassification of Promoters of the Company as Public Shareholders. | | |

* 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 later than 48 hours before the commencement of the above meeting i.e. 11:00 A.M. of 25th May, 2022.
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.