



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 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting (“EGM”) of the Members of **Lords Chloro Alkali Limited** will be held on Monday 20th March, 2023 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 CONSIDER AND APPROVE THE INCREASE IN PAYMENT OF REMUNERATION OF SHRI DEEPAK MATHUR, (DIN: 07092786), EXECUTIVE DIRECTOR (TECHNICAL) 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 authority, if required, and as recommended by Nomination & Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to increase in the remuneration of Shri Deepak Mathur (DIN: 07092786), Executive Director (Technical) of the Company, upto Rs.60 lacs per annum by way of salary inclusive of perquisites and allowance with effect from 1st November, 2022, till the remaining period of his tenure and other terms & conditions of his appointment will remain unchanged.

RESOLVED FURTHER THAT in the event of Company having no profit or inadequacy of profit in any financial year, during the tenure of Shri Deepak Mathur (DIN: 07092786), Executive Director (Technical) of the Company, the aforesaid remuneration by way of salary, includes perquisites and allowances 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 the Board of Directors of the Company be and is 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 or as may be otherwise considered by the Board to be in the best interest of the Company.”

2. TO CONSIDER AND APPROVE THE INCREASE IN PAYMENT OF REMUNERATION OF SHRI MADHAV DHIR (DIN: 07227587), WHOLE TIME 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 subject to the approval of the any other authority, if required and as per the applicable provision of the Companies Act, 2013, and as recommended by Audit And Nomination & Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to increase in payment of remuneration of Shri Madhav Dhir (DIN: 07227587), Whole-Time Director, upto Rs.11,00,000 per month (Rupees Eleven Lakh only) w.e.f. 1st November, 2022 for the remaining period of his tenure.

RESOLVED FURTHER THAT Shri Madhav Dhir may also be paid commission on profit for the financial year 2022-23 onwards as details given below for the remaining period of his tenure:

Sl.No.	Allowances/ Incentives	% on EBDTAI	Amount of Allowances/ Incentives
A)	Special Allowance	4% of EBDTAI	If EBDTAI is above Rs. 15 crores and upto Rs. 25 crores in a particular financial year.
B)	Performance Bonus	5% of EBITDAI	If EBDTAI 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. (A) above.
C)	Additional Performance Incentive	6% of EBDTAI	If EBDTAI 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. (A) and (B) above and
D)	Special Incentive	7% of EBDTAI	If EBDTAI 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. (A), (B) and (C) 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 Madhav Dhir (DIN: 07227587), Whole-Time Director of the Company, the aforesaid remuneration inclusive of salary & commission on profit 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 the Board of Directors of the Company be and is 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 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: 20th February, 2023**

**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. 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 20th March, 2023.

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 line with the aforesaid MCA Circulars dated 28.12.2022, 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 AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 17th March, 2023 at 09:00 A.M. and ends on 19th March, 2023 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. 13th March, 2023, 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 13th March, 2023.

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
Individual Shareholders holding securities in demat mode with NSDL.	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 or joining virtual meeting & voting during the meeting.

2. 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>
3. 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 or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL	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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 022 - 4886 7000 and 022 - 2499 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 and joining virtual meeting 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***
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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 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.
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.: 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@lordscholoro.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@lordscholoro.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

Shri Deepak Mathur, Executive Director (Technical) of the Company is working w.e.f. 19th February, 2015. Further, members of the Company in its 42nd Annual General Meeting held on 28th September, 2021 had re-appointed Shri Deepak Mathur with payment of remuneration upto Rs.40 lacs per annum (Rs. 3.33 lacs per month) (CTC) inclusive of all perquisites and allowances as approved by the Board of Directors.

Board after considering his expertise, experience and work assigned to Shri Deepak Mathur, Executive Director (Technical) and pursuant to section 196, 197 read with Schedule V of the Companies Act, 2013, and after review and recommendation by the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 11th November, 2022, and subject to the approval of the Members by Special Resolution, subject to approval of any other authorities, if required, proposes to increase the remuneration of Shri Deepak Mathur upto Rs. 60 lacs per annum by way of salary inclusive of perquisites and allowances with effect from 1st November, 2022, till the remaining period of his tenure.

Shri Deepak Mathur, Chemical Engineer, having 38 years' experience in manufacturing, project, & engineering operations. He is a high calibre professional is ideally suited for this position since as a Chemical Engineer and having vast experience in chemical Company, he is fully equipped to facilitate the operation of the Company due to his vital experience in the industry.

Therefore, in the event of Company having no profit or inadequacy of profit in any financial year, during the tenure of Shri Deepak Mathur (DIN: 07092786), Executive Director (Technical) of the Company, the aforesaid remuneration by way of salary, includes perquisites and allowances 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.

Shri Deepak Mathur is not on the Board of any other 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 no 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 for resolution No. 1

I General information:

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

(Rs. in Lakhs)				
Year (s)	2021-22	2020-21	2019-20	2018-19
Sales	24,008.27	15,410.12	20,368.88	25,113.56
Net Profit/ (Loss)	3,228.38	(204.09)	1,030.02	2,298.92

(4) There is no foreign collaboration in the Company.

II. Information about the appointee:

1. Background Details:

Shri Deepak Mathur is a Chemical Engineer and having 38 years' experience in chemical industry. He was working as an Executive Director (Technical) in the Company w.e.f. 19th February, 2015.

Further, members of the Company in its 42nd Annual General Meeting held on 28th September, 2021 had re-appointed Shri Deepak Mathur with payment of remuneration upto Rs.40 lacs per annum (Rs. 3.33 lacs per month) (CTC) inclusive of all perquisites and allowances as recommended by the Board of Directors.

2. Past Remuneration:

On a remuneration upto Rs. 40 lacs per annum (Rs. 3.33 lakhs per month) (CTC) inclusive of all perquisites and allowances as approved by the Board of Directors.

3. Job profile and his suitability:

Shri Deepak Mathur, Chemical Engineer, having 38 years' experience in manufacturing, project, & engineering operations. He is a high caliber professional is ideally suited for this position since as a Chemical Engineer and having vast experience in chemical Company, he is fully equipped to facilitate the operation of the Company due to his vital experience in the industry.

4. Remuneration proposed

The details of remuneration proposed to be paid to Shri Deepak Mathur as Director (Technical) 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 Deepak Mathur as Director (Technical) 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 Deepak Mathur as Director (Technical) 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 Director (Technical)).

III. Disclosures

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

Except Shri Deepak Mathur, 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 Shri Deepak Mathur, Director (Technical)

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

Shri Madhav Dhir (DIN: 07227587) was re-appointed as Whole-time Director w.e.f 1st June, 2019 for a further period of 5 years and approved by the shareholders in their 40th Annual General Meeting held on 30th September, 2019, on a remuneration of Rs. 36,00,000/- (Rupees Thirty Six Lakhs) per annum (Rupees 3,00,000/- per month) by way of salary plus reimbursement of Rs. 20,000/- per month for conveyance or such remuneration not exceeding Rs. 5,00,000/- per month, as may be approved by the Board of Directors of the Company.

After completion of open offer in the month of October, 2021, the shareholding of Dhir Group (promoters) has increased from 38.11 % to 74.72%. Shri Madhav Dhir (DIN: 07227587), Whole-Time Director took the meaningful charge of the business activities of the Company under the overall guidance of the Managing Director. After his hard efforts and contributions, the company had achieved remarkable increase in turnover and profitability as per details given below-

Period	Turnover (Rs. in Lakh)	Profits after tax (Rs. in Lakh)
2020-21	15410.12	(204.09)
2021-22	24008.27	3228.38
% change	55.80 %	1682 %
2022-23	-	-
Qtr 1	8438.88	2204.31
Qtr2	7647.01	1463.30

Further, pursuant to section 196, 197 read with Schedule V of the Companies Act, 2013, and after review and recommendation by the Audit and Nomination & Remuneration Committee, the Board of Directors in its meeting held on 11th November, 2022, and subject to the approval of the Members by Special Resolution, subject to approval of any other authorities, if required, proposed to increase his salary to Rs.11 lakhs per month w.e.f. 1st November 2022 and payment of commission on profits from the financial year 2022-23 onwards till the remaining period of his tenure as per details given below;

Sl.No.	Allowances/ Incentives	% on EBDTAI	Amount of Allowances/ Incentives
A)	Special Allowance	4% of EBDTAI	If EBDTAI is above Rs. 15 crores and upto Rs. 25 crores in a particular financial year.
B)	Performance Bonus	5% of EBDTAI	If EBDTAI 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. (A) above.
C)	Additional Performance	6% of EBDTAI	If EBDTAI is above Rs. 50 crores and upto

	Incentive		Rs. 100 crores in a particular financial year, in addition to the special allowance and performance bonus as referred to in point no. (A) and (B) above and
D)	Special Incentive	7% of EBDTAI	If EBDTAI 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. (A), (B) and (C) 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 Section 197 of Companies Act, 2013 read with Schedule V of the Act.

Therefore, in the event of Company having no profit or inadequacy of profit in any financial year, during the tenure of Shri Madhav Dhir (DIN: 07227587), Whole-Time Director of the Company, the aforesaid remuneration inclusive of salary & commission on profit 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.

Shri Madhav Dhir, aged 31 years, has a Master's Degree in Economics and Strategy for Business from the prestigious Imperial College London and has completed his B.Sc (Hons) Management from University of Warwick (UK). He has also completed LLB from India. He is having expertise in strategy and management and advises the management of the Company on all strategic matters relating to existing and future business of the Company. He has been associated with the Company as a Director since 9th November, 2015 and appointed as Whole Time Director w.e.f. 1st June, 2016 and in this capacity, he works closely with Managing Director and is part of the decision making of Lords Chloro Alkali Limited. He is actively involved in the secretarial, finance, production and marketing department of the Company. He has contributed substantially in increasing the production capacity of the Company. Under his dynamic leadership and guidance Company will move forward in the right direction. Shri Madhav Dhir holds 75,43,442 (29.99%) equity shares in the Company.

Further, Shri Madhav Dhir is not a Director of any other listed entity and details of other entities in which he holds Directorship, Chairmanship / Membership of Committees of their Board are as follows:

S. No.	Name of the Companies	Position held	Name of the Committees of the Board	Chairman/ Member
1.	Turquoise Metals and Electricals Private Limited	Director	---	---
2.	Cirrus Chemicals Private Limited	Director	---	---
3.	Aquamarine Synthetics and Chemicals Private Limited	Director	---	---
4.	Triton Projects India Private Limited	Director	---	---
5.	Destination India Projects Private Limited	Director	---	---

6.	Cygnnet Projects Private Limited	Director	---	---
7.	Entry India Projects Private Limited	Director	---	---
8.	Sri Parthasarathy Infrastructure Private Limited	Director	---	---
9.	Scrapto Automotive Testing Private Limited	Director	---	---
10.	Dhir Hotels and Resorts Private Limited	Director	---	---
11.	Dhir E-Commerce Private Limited	Director	---	---
12.	Swadesi Launchpad Private Limited	Director	---	---
13.	Hub and Oak Accelerator Private Limited	Director	---	---
14.	Monet Exports Private Limited	Director	---	---
15.	Ammadoes Trading and Consultants Private Limited	Director	---	---
16.	Dhir Investment Advisors Private Limited	Director	---	---
17.	Japa Arts Private Limited	Director	---	---

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. 2 of the Notice, the following information is furnished below for resolution No. 2

i. General information:

(1) Nature of industry: Company is engaged in manufacturing of Caustic Soda Lyes, Liquid Chlorine, Hydrochloric Acid, Hydrogen Gas and Sodium Hypochlorite.

(2) Date of Commencement of Commercial Production: The Company commenced commercial production of Caustic Soda in April, 1983 with a capacity of 125 tonnes per day.

(3) Financial Performance:

(Rs. in Lakhs)				
Year (s)	2021-22	2020-21	2019-20	2018-19
Sales	24,008.27	15,410.12	20,368.88	25,113.56
Net Profit/ (Loss)	3,228.38	(204.09)	1,030.02	2,298.92

(4) There is no foreign collaboration in the Company.

ii. information about the appointee:

1. Background Details:

Shri Madhav Dhir, aged 31 years, has a Master's Degree in Economics and Strategy for Business from the prestigious Imperial College London and has completed his B.Sc (Hons) Management from University of

Warwick (UK). He has also completed LLB from India. He is having expertise in strategy and management and advises the management of the Company on all strategic matters relating to existing and future business of the Company.

2. Past Remuneration:

Rs. 36,00,000/- (Rupees Thirty Six Lakhs) per annum (Rupees 3,00,000/- per month) by way of salary plus reimbursement of Rs. 20,000/- per month for conveyance w.e.f. 1st June, 2019 or such remuneration not exceeding Rs. 5,00,000/- per month as may be approved by the Board of Directors of the Company.

3. Recognition or Award:

He is widely recognized as a dynamic professional and is responsible for the growth and progress of the Company.

4. Job profile and his suitability:

He is having expertise in strategy and management and advises the management of the Company on all strategic matters relating to existing and future business of the Company. He has been associated with the Company as a Director since 9th November, 2015 and appointed as Whole Time Director w.e.f. 1st June, 2016 and in this capacity, he works closely with Managing Director and is part of the decision making of Lords Chloro Alkali Limited. He is actively involved in the secretarial, finance, production and marketing department of the Company. He has contributed substantially in increasing the production capacity of the Company. Under his dynamic leadership and guidance Company will move forward in the right direction.

5. Remuneration proposed

The details of remuneration proposed to be paid to Shri Madhav Dhir as Whole Time Director of the Company are furnished in the resolution proposed for member's approval under Item No. 2 to this Notice.

6. 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 Madhav Dhir as Whole Time Director of the Company, his invaluable contribution to the Company, his vital role, the proposed remuneration to the appointee is reasonable.

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

Ms. Srishti Dhir, Non-Executive Director of the Company is relative of Shri Madhav Dhir, Whole Time Director of the Company. Further Shri Madhav Dhir, Whole Time Director has no pecuniary relationship with the Company or Key Managerial Personnel of the Company or their relatives (except to the extent of the shareholding & remuneration received/receivable from the Company as Whole Time Director).

III. Disclosures

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

Except Ms. Srishti Dhir, Non-Executive Director of the Company who is the sister of Shri Madhav Dhir, none of the other Directors and Key Managerial Personnel of the Company in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Above may also be treated as an abstract of the terms and conditions governing the remuneration of the Whole Time Director pursuant to Section 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

Hence your Director recommends the Resolution no. 2 for approval of the members as Special Resolution.

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

Place: New Delhi
Date: 20th February, 2023

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



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

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 20th March, 2023 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 20th February 2023 convening the EGM for the procedure with respect to e-voting.

Note: The remote e-voting period commences on 17th March, 2023 at 9:00 A.M. and ends on 19th March, 2023 at 5:00 P.M (at 5.00 P.M. IST)

**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****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 Monday 20th March, 2023 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 consider and approve the increase in payment of remuneration of Shri Deepak Mathur, (DIN: 07092786), Executive Director (Technical) of the company.		
2.	To consider and approve the increase in payment of remuneration of Shri Madhav Dhir (DIN: 07227587), Whole Time Director of the company.		

* 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 20th March, 2023.
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.