

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Lords Chloro Alkali Limited will be held on Wednesday, 18th March, 2026 at 11.30 AM at Registered Office of the Company at SP-460, Matsya Industrial Area, Alwar (Rajasthan) - 301030 to transact the following businesses:

SPECIAL BUSINESSES:

1. Re-appointment of Shri Ajay Virmani (DIN: 00758726) as a Managing Director of the Company for a further period of 5 years with effect from 12th July, 2026.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination & Remuneration Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members 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, 2026, liable not to retire by rotation, on such terms and conditions as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT Board of 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. Approval for the payment of remuneration to Shri Ajay Virmani (DIN: 00758726), Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendations of Nomination & Remuneration Committee and Board of Directors of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Shri Ajay Virmani (DIN 00758726) as a Managing Director of the Company at minimum fixed remuneration of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh Only) per annum for a period of one year w.e.f. 1st April, 2026 plus other benefits such as Special allowance, Performance Bonus, Additional Performance Incentive and Special Incentive etc. upto 31st March, 2027, subject to the following terms & conditions as detailed below:

Sr. No.	Allowances/ Incentives	% on Earning before Depreciation and Taxes (EBDT)	Amount of Allowances/ Incentives
A.	Special allowance	4% of EBDT	If EBDT, is above Rs. 15 crores and upto Rs. 25 crores in a particular financial year and
B.	Performance bonus	5% of EBDT	If EBDT 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 and
C.	Additional Performance Incentive	6% of EBDT	If EBDT 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 EBDT	If EBDT 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 accordance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as per the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of members of the Company be and is hereby accorded to pay total managerial remuneration to *one* managerial person in excess of 5% of the net profits of the Company and if there is more than one such Director remuneration in excess 10% of the net profits to all such directors taken together.

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 for a period not exceeding one year subject to the provisions and necessary approvals in accordance with the limits prescribed in Schedule V of the Act.

RESOLVED FURTHER THAT Board of 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.”

3. Approval for payment of remuneration to Shri Madhav Dhir (DIN: 07227587), Whole Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendations of Nomination & Remuneration Committee and Board of Directors, and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Shri Madhav Dhir (DIN: 07227587) Whole Time Director of the Company at minimum fixed remuneration of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh Only) per annum for a period of one year w.e.f. 1st April, 2026 plus other benefits such as Special allowance, Performance Bonus, Additional Performance Incentive and Special Incentive etc. upto 31st March, 2027, subject to the following terms & conditions as detailed below:

Sl. No.	Allowances/ Incentives	% on Earning before Depreciation and Taxes (EBDT)	Amount of Allowances/ Incentives
A.	Special allowance	4% of EBDT	If EBDT, is above Rs. 15 crores and upto Rs. 25 crores in a particular financial year and
B.	Performance bonus	5% of EBDT	If EBDT 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 and
C.	Additional Performance Incentive	6% of EBDT	If EBDT 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 EBDT	If EBDT 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 accordance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as per the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of members of the Company be and is hereby accorded to pay total managerial remuneration to *one* managerial person in excess of 5% of the net profits of the Company and if there is more than one such Director remuneration in excess 10% of the net profits to all such directors taken together.

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 may be paid as the minimum remuneration payable to him for a period not exceeding one year and 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.”

4. Approval of increase in the limit of managerial remuneration payable to Managing Director and Whole Time Directors, Directors etc.

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

RESOLVED THAT subject to the provisions of Section 197, 198 of the Companies Act, 2013 and rules made thereunder read with Schedule-V of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable provisions of the Act, subject to approval of any other authorities, if required, and as per the recommendation of Nomination & Remuneration Committee and Board of Director of the Company, consent of the members of the Company be and is hereby accorded to pay total managerial remuneration as detailed below:

- a) Overall managerial remuneration in excess of 11% of net profit of the Company for all its Directors including Managing Director, Whole Time Director; and /or
- b) Managerial Remuneration in excess of 5% of net profit of the Company in case one or more Managing Director, Whole Time Director or
- c) Managerial Remuneration in excess of 10 % of net profit of the Company in case more than one Managing Director, Whole Time Director.
- d) Managerial Remuneration to Directors who are neither Managing Directors nor Whole Time Directors in excess of 1 % of net profit of the Company if there is a Managing Director or Whole Time Director or Manager.
- e) Managerial Remuneration in excess of 3% of net profit of the Company in any other case.

RESOLVED FURTHER THAT Board of Director of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By order of the Board of Directors
For Lords Chloro Alkali Limited
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Date: 9th February, 2026
Place: New Delhi

Pankaj Mishra
Company Secretary

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses to be transacted at the meeting under Item No. 4 to 6 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 meeting.

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 authorised 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, authorising their representative to attend & vote on their behalf at the EGM.
4. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
5. In case of joint holders attending the meeting, only such joint holder whose name is higher in the order of names will be entitled to vote.
6. The information about the Director, proposed to be appointed / reappointed as required under Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed to this Notice.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days except Saturdays & Sundays of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Extra Ordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. 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).
9. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical forms may file nomination in the prescribed Form 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).

10. 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.
11. Pursuant to the Regulation 40 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and SEBI vide its circular, no physical shares are allowed to be transferred (except in case of transmission or transposition of Shares) unless the securities are held in the dematerialized form w.e.f. 1st April, 2019. Accordingly, Shareholders holding shares in physical form are requested to dematerialize their shareholding in the Company to avoid hassle in transfer of shares.
12. In compliance with Ministry of Corporate Affairs General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No. 22/2020 dated 15.06.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020, Circular No. 10/2021 dated 23.06.2021, Circular No. 20/2021 dated 08.12.2021, Circular No. 11/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023, Circular No. 09/2024 dated 19.09.2024 and Circular No. 03/2025 dated 22.09.2025 ("MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 ("The Act"), and also in compliance of any other circulars, notifications etc. as issued by the MCA, Securities and Exchange Board of India ("SEBI") or any other authority, Notice of this meeting is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EGM to those Members who request the same at secretarial@lordschloro.com mentioning their Folio No./DP ID and Client ID, Full Address and Contact details. Members may note that the EGM Notice has been also uploaded on the website of the Company: www.lordschloro.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively.
13. Further, Notice of the EGM is being sent only to those members, whose names are recorded in the Register of Members of the company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 6th February, 2026 ('Cut-Off Date for receiving the Notice').
14. The persons whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners as maintained by the Depositories as on Wednesday, 11th March, 2026 (i.e., cut-off date) only shall be entitled to vote through remote e-voting or to vote through poll at the venue of EGM
15. 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 NSDL 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.

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

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

17. 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 Saturday, 14th March, 2026 at 09.00 A.M. and ends on Tuesday, 17th March, 2026 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. Wednesday, 11th March, 2026, 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 11th March, 2026.

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat	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

<p>mode with NSDL.</p>	<p>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</p> <p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@lordschloro.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@lordschloro.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other instructions

- I. The e-voting period commences on Saturday, 14th March, 2026 (9.00 A.M. IST) and ends on Tuesday, 17th March, 2026 (5.00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 11th March, 2026 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date Wednesday, 11th March, 2026 only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the EGM through electronic voting system or poll paper.
- III. Any person, who acquires shares of the Company and become member of the Company after email of the notice and holding shares as of the cut-off date i.e. Wednesday, 11th March, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/Registrar and Share Transfer Agent. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- IV. The Company has appointed CS Awanish K. Dwivedi (C.P. No 9080), proprietor of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- V. The Scrutinizer shall after the conclusion of voting at the general meeting, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make, not later than 48 Hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.lordschloro.com/investor-information.html and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

18.A route map to the venue of the Extra Ordinary General Meeting is annexed.

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

**Date: 9th February, 2026
Place: New Delhi**

**sd-
Pankaj Mishra
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IS ANNEXED HERETO.

Item No. 1 and 2

Shri Ajay Virmani was re-appointed as the Managing Director of the Company by the members of the Company in the EGM for a further period of 5 years w.e.f. 12th July, 2021. His tenure is going to expire on 11th July, 2026, therefore Board of Directors of the Company proposed to re-appoint him for further period of 5 years w.e.f. 12th July, 2026 subject to the approval of members in the General Meeting. Further, the Members of the Company at the 45th Annual General Meeting held on 23rd September, 2024 approved the remuneration of Shri Ajay Virmani at Minimum fixed salary of Rs. 1,33,00,000/- (Rupees One Crore Thirty Three Lakhs Only) per annum plus other benefits such as Special allowance, Performance Bonus, Additional Performance Incentive and Special Incentive etc. upto 31st March, 2026 based on his performance.

Therefore, Board of Director of the Company in their meeting held on 9th February, 2026 proposed to pay the remuneration of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum along with the Special allowance, Performance Bonus, Additional Performance Incentive and Special Incentive etc. for one year w.e.f. 1st April, 2026 subject to approval of members in the General Meeting.

Further to highlight that, Shri Ajay Virmani (DIN: 00758726) aged 64 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 attended all Board meetings during the year 2024-25. He has not any relationship with other Directors, Manager and other Key Managerial Personnel of the company.

Based on the strong performance of the Company under the leadership of Shri Ajay Virmani, the Nomination and Remuneration Committee recommended the re-appointment of Shri Ajay Virmani as Managing Director of the Company for a further period of 5 years w.e.f. 12th July, 2026 to 11th July, 2031 at fixed minimum remuneration as contained in this Resolution/explanatory statement for a period of one year w.e.f. 1st April, 2026 upto 31st March, 2027.

Accordingly, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 9th February, 2026, subject to the approval of the members, approved the re-appointment of Shri Ajay Virmani as Managing Director of the Company for a further period of 5 years w.e.f. 12th July, 2026 to 11th July, 2031 and remuneration as given in the resolution/explanatory statement for a period of one year w.e.f. 1st April, 2026 upto 31st March, 2027.

Accordingly, members of Nomination and Remuneration Committee and Board of Directors after considering above facts & achievements of Shri Ajay Virmani, Managing Director of the Company and also the remuneration payable in the Alkali Industries, subject to the approval of members of the Company in the general meeting by Special resolution, it is proposed to pay minimum fixed remuneration of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh Only) per annum for a period of one year by way of salary w.e.f. 1st April, 2026 plus other benefits such as Special allowance, Performance Bonus, Additional Performance Incentive and Special Incentive etc upto 31st March, 2027, subject to the following terms & conditions as detailed below:

Sl. No.	Allowances/ Incentives	% on Earning before Depreciation and Taxes (EBDT)	Amount of Allowances/ Incentives
A.	Special allowance	4% of EBDT	If EBDT, is above Rs. 15 crores and upto Rs. 25 crores in a particular financial year and
B.	Performance bonus	5% of EBDT	If EBDT 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 and
C.	Additional Performance Incentive	6% of EBDT	If EBDT 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 EBDT	If EBDT 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

It is pertained to mention that due to hard efforts and contributions of Shri Ajay Virmani, Managing Director of the company, the Company had achieved remarkable increase in turnover & profitability.

Accordingly, approval of the members is sought for passing Ordinary Resolution for re-appointment of Shri Ajay Virmani as a Managing Director of the Company and sought passing of Special Resolution for payment of remuneration to Sh. Ajay Virmani, Managing Director of the Company.

Further, 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. Further the remuneration payable to Directors who are neither Managing Director nor Whole Time Director then the remuneration shall not exceed 1% of net profit of the Company, if there is a Managing Director or Whole Time Director or Manager and shall not exceed 3% of the net profit of the Company in any other case 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 as minimum remuneration to Shri Ajay Virmani, Managing Director of the Company, subject to the approval of members in the general meeting as per the provisions of Schedule V of the Companies Act, 2013.

Pursuant to sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Listing Regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Act, the proposal for re-appointment and remuneration payable to Shri Ajay Virmani is now being placed before the Members at the Extra Ordinary General Meeting for their approval..

The information required to be provided in terms of Schedule V of the Companies Act, 2013 is given hereunder:

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) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable:

(4) Financial Performance:

(Rs. In Lakhs)

Year	2024-25
Sales	27022.23
Net Profit/(Loss)	618.06

(5). **Foreign Investments or Collaborations, if any:** Foreign collaboration is NIL

II. Information about the appointee:

1. Background Details:

Shri. Ajay Virmani, Chartered Accountant, was appointed as CEO in 2008 and then 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 36 years including 17 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.

3. Recognition or awards: Shri Ajay Virmani is Chartered Accountant by Profession having 18 years of experience, he not only served as the president of AMAI but also brings wealth of Industry knowledge and leadership.

4. 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.

5. 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 in the 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 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.

7. 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 inadequate profits:** The Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013. However, same is line with the Industry Standards for managerial personnel falling under the same cadre.
- 2. Steps taken or proposed to be taken for improvement**
The Company has is in the process of increasing its production capacity by 100 TPD caustic Soda plant at Alwar Rajasthan. Company is in the process to launch Sulphuric Acid in FY 2027-28
- 3. Expected increase in productivity and profits in measurable terms**
Company already taken steps to increase the Caustic soda capacity by 100 TPD. 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 planning to produce electricity by 21 MW DC in Rajasthan through Solar power plant for captive consumption.

IV. Disclosures

Except Shri Ajay Virmani, none of the other Directors and Key Managerial Personnel of the Company or their relatives in anyway, concerned or interested in the said resolutions.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

Hence, Board recommend Ordinary Resolution set out at item no.1 and Special Resolution set out at item no. 2 of this notice, for approval of the members.

Item No. 3

Shri Madhav Dhir 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. He was further, re-appointed as Whole Time Director w.e.f. 1st June, 2019 for 5 years and further re-appointed w.e.f. 1st June, 2024 for 5 years. Subsequently, the Members of the Company at the 45th Annual General Meeting held on 23rd September, 2024 approved the remuneration of Shri Madhav Dhir at Minimum fixed salary of Rs. 1,32,00,000/- (Rupees One Crore Thirty Two Lakhs Only) per annum plus other benefits such as Special allowance, Performance Bonus, Additional Performance Incentive and Special Incentive etc upto 31st March, 2026 based on his performance.

Shri Madhav Dhir 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. Further, to highlight that, in this capacity as Whole-Time Director of the Company, he works closely with Managing Director and is part of the decision making of Lords Chloro Alkali Limited, under the overall guidance of the Managing Director. After his hard efforts and contributions, the company had achieved remarkable increase in turnover & profitability.

Based on the strong performance of the Company under the guidance of Shri Madhav Dhir, the Nomination and Remuneration Committee recommended, the fixed minimum remuneration as contained in the Resolution/explanatory statement for a period of one year w.e.f. 1st April, 2026 upto 31st March, 2027 of Shri Madhav Dhir, Whole Time Director of the Company,

Accordingly, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 9th February, 2026 subject to the approval of the members, approved the minimum fixed remuneration contained in the Resolution/explanatory statement for a period of One year w.e.f. 1st April, 2026 upto 31st March, 2027.

Accordingly, members of Nomination & Remuneration Committee and Board of Directors after considering above facts & achievements of Shri Madhav Dhir, Whole-Time Director of the Company and also the remuneration payable in the Alkali Industries, subject to the approval of members of the Company in the general meeting by special resolution, it is proposed to pay minimum fixed remuneration of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh Only) per annum for a period of one year w.e.f. 1st April, 2026, by way of salary plus other benefits such as Special allowance, Performance Bonus, Additional Performance Incentive and Special Incentive etc. upto 31st March, 2027 subject to the following terms & conditions as detailed below:

Sl. No.	Allowances/ Incentives	% on Earning before Depreciation and Taxes (EBDT)	Amount of Allowances/ Incentives
A.	Special allowance	4% of EBDT	If EBDT, is above Rs. 15 crores and upto Rs. 25 crores in a particular financial year and
B.	Performance bonus	5% of EBDT	If EBDT 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 and
C.	Additional Performance Incentive	6% of EBDT	If EBDT 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 EBDT	If EBDT 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

Accordingly, approval of the members is sought for passing of Special Resolution for payment of remuneration to Sh. Madhav Dhir, Whole Time Director of the Company.

Further, 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. Further the remuneration payable to Directors who are neither Managing Director nor Whole Time Director then the remuneration shall not exceed 1% of net profit of the Company, if there is a Managing Director or Whole Time Director or Manager and shall not exceed 3% of the net profit of the Company in any other case 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 and allowances as minimum remuneration to Shri Madhav Dhir subject to the approval of members in the general meeting as per the provisions of Schedule V of the Companies Act, 2013.

Pursuant to sections 197, 198, and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Listing Regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Act, the proposal of remuneration payable to Shri Madhav Dhir is now being placed before the Members at the Extra Ordinary General Meeting for their approval.

Shri Madhav Dhir one of the promoter of the Company holds 86,93,442 (34.56%) equity shares in the Company and he is the brother of Ms. Srishti Dhir, who was appointed as an Non-Executive Director on the Board of the Company, w.e.f. 23rd August, 2021. He has attended all the Board meetings held during the year 2024-25.

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/LLP	Position held	Name of the Committees of the Board	Chairman/ Member
1.	Entry India Projects Private Limited	Director	--	--
2.	Cygnat Projects Private Limited	Director	--	--
3.	Ammadoes Trading And Consultants Private Limited	Director	--	--
4.	Dhir Hotels & Resorts Private Limited	Director	--	--
5.	Aquamarine Synthetics & Chemicals Private Limited	Director	--	--
6.	Turquoise Metals and Electricals Private Limited	Director	--	--
7.	Triton Projects India Private Limited	Director	--	--
8.	Destinationindia Projects Private Limited	Director	--	--
9.	Sri Parthasarathy Infrastructure Private Limited	Director	--	--
10.	Hub And Oak Accelerator Private Limited	Director	--	--
11.	Dhir Investment Advisors Private Limited	Director	--	--
12.	Monet Exports Private Limited	Director	--	--
13.	Dhir E-Commerce Private Limited	Director	--	--
14.	Cirrus Chemicals Private Limited	Director	--	--
15.	Asoksundri Infrastructure Private Limited	Director	--	--
16.	Snigdha Arts Private Limited	Director	--	--
17.	Agate India Investment Ltd	Director	--	--
18.	Goodhealth Industries Pvt. Ltd	Director	-	-

The information required to be provided in terms of Schedule V of the Companies Act, 2013 is given hereunder:

I. General information:

(1) Nature of Industry: Company is engaged in manufacturing of Caustic Soda, Liquid Chlorine, Stable Bleaching Powder, Hydrochloric Acid 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) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable:

(4) Financial Performance:

(Rs. In Lakhs)

Year	2024-25
Sales	27022.23
Net Profit/(Loss)	618.06

(5). Foreign Investments or Collaborations, if any: Foreign collaboration is NIL

II. Information about the appointee:

1. Background Details:

Shri Madhav Dhir, aged 34 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. 1,32,00,000/- (Rupees One Crore Thirty two Lakhs only) per annum besides perquisites and allowances.

3. Recognition or Award:

He is widely recognized as a dynamic professional and is also 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 in the 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:

Shri Madhav Dhir as 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 holding of share and remuneration received/receivable from the Company as Whole Time Director).

(iii) Other information:

1. Reasons of loss or inadequate profits: The Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013. However, same is line with the Industry Standards for managerial personnel falling under the same cadre.

2. Steps taken or proposed to be taken for improvement

The Company has is in the process of increasing its production capacity by 100 TPD caustic Soda plant at Alwar Rajasthan. Company is in the process to launch Sulphuric Acid in FY 2027-28

3. Expected increase in productivity and profits in measurable terms

Company already taken steps to increase the Caustic soda capacity by 100 TPD. 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 planning to produce electricity by 21 MW DC in Rajasthan through Solar power plant for captive consumption.

IV. Disclosures

Except Ms. Srishti Dhir, who is the sister of Shri Madhav Dhir, none of the other Directors and Key Managerial Personnel of the Company or their relatives (except Ms. Snigdha Dhir, wife of Shri Madhav Dhir, working as consultants of the Company) in anyway, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

Hence, Board recommend the Special Resolution set out at item no. 3 of this notice, for approval of the members.

Item No. 4

In terms of Section 197, and 198 of the Companies Act, 2013 read with rules made thereunder, the total managerial remuneration payable by a public company, to its Directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198.

Provided further that, except with the approval of the company in general meeting, by a special resolution.

- i) the remuneration payable to any one managing director or whole- time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such Directors and manager taken together;
- ii) the remuneration payable to Directors who are neither managing Directors nor whole-time Directors shall not exceed,—
 - (A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager;
 - (B) three per cent. of the net profits in any other case.

It is pertinent to mention that, after considering the hard efforts and contributions of our Company's Managing Director, Whole Time Directors and also considering the remuneration payable in the Alkali Industries, it is possible that the remuneration payable to Managing Director, Whole Time Directors may increase from the remuneration limit prescribed under section 197 of the Companies Act, 2013 after obtaining the approval of the members by Special Resolution.

Accordingly, after considering above facts, subject to the approval of the member in general meeting, members of Nomination and Remuneration Committee and Board of Directors of the Company in its meeting held on 9th February 2026 have considered and approved the payment of remuneration in excess of in excess of 11% of the net profits of the Company and also to pay the remuneration as per detail given below:

- a) Overall managerial remuneration in excess of 11% of net profit of the Company for all its Directors including Managing Directors, Whole Time Director; and /or
- b) Managerial Remuneration in excess of 5% of net profit of the Company in case one or more Managing Directors, Whole Time Director or
- c) Managerial Remuneration in excess of 10 % of net profit of the Company in case more than one Managing Directors, Whole Time Director.

- d) Managerial Remuneration to Directors who are neither Managing Directors nor Whole Time Directors in excess of 1 % of net profit of the Company if there is a Managing Director or Whole Time Director or Manager.
- e) Managerial Remuneration in excess of 3% of net profit of the Company in any other case.

In view of the aforesaid, it is proposed to take approval under Section 197 of the Companies Act, 2013, by way of special resolution, as proposed in the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution of the accompanying notice.

Hence, Board recommend the Special Resolution set out at item no. 4 of this notice, for approval of the members.

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

Date: 9th February, 2026
Place: New Delhi

sd-
Pankaj Mishra
Company Secretary

Annexure to the Notice

Details of Directors seeking re-appointment at the Extra Ordinary General Meeting of the Company pursuant to Reg. 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name of Director	Mr. Ajay Virmani
Director Identification No.	00758726
Date of Birth	25/05/1961
Nationality	Indian
Qualifications	CA
Brief Resume	Shri Ajay Virmani, aged 64 years, is a Chartered Accountant and working as a Managing Director of the Company. He has vast experience in Finance, taxation, manufacturing sectors including Chemical. He has been instrumental in shaping financial and business strategies for the Company.
Date of Appointment	14/05/2010
Expertise in Specific Functional Area	Finance, Taxation, Manufacturing sectors including Textiles and Chemicals
Term and condition of reappointment	Re-appointment as Managing Director of the Company for the further period of 5 years commencing from 12 th July, 2026
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 31.01.2026	Lords Chloro Alkali Limited
Names of listed entities in which he holds Membership of Committees of the board as on 31.01.2026	Lords Chloro Alkali Limited
No. of equity shares held as on 31.01.2026	Nil equity shares but holds 1,50,000 convertible warrants
No. of Meetings of the Board attended during the financial year 2024-25	8
Remuneration details (Including Sitting Fees & Commission) paid during F.Y. 2024-25	Details of remuneration given in explanatory statement
Remuneration proposed to be paid	Details of proposed remuneration given in explanatory statement
Other Directorships	Director in Alkali Manufacturers Association of India
Membership/ Chairmanship of Committees of other Boards	NA

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

**Date: 9th February, 2026
Place: New Delhi**

**sd-
Pankaj Mishra
Company Secretary**

LORDS CHLORO ALKALI LIMITED

Registered Office: SP-460, MIA, Alwar Rajasthan-301030

Corporate Office : A-281, 1st Floor, Defence Colony, New Delhi -110024

CIN No. : L24117RJ1979PLC002099; Ph. No. : 011 40239034/35

Email Id.: secretarial@lordschloro.com; Website: www.lordschloro.com

FORM NO. MGT-11

PROXY FORM

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

Name of the member (s):

Registered address:

E-mail Id:

DP ID and Client Id / Folio No.:

I/We, being the member (s) of shares 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, 18th March, 2026 at 11:30 A.M. at the Registered office of the Company at SP-460, MIA, Alwar Rajasthan 301001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Special Business	Optional*	
		For	Against
1.	Re-appointment of Shri Ajay Virmani (DIN: 00758726) as a Managing Director of the Company for a further period of 5 years with effect from 12th July, 2026.		
2.	Approval for the payment of remuneration to Shri Ajay Virmani (DIN: 00758726), Managing Director of the Company		
3.	Approval for payment of remuneration to Shri Madhav Dhir (DIN: 07227587), Whole Time Director of the Company		
4.	Approval of increase in the limit of managerial remuneration payable to Managing Director and Whole Time Directors, Directors, etc.		

* 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, 2026

Signature of Member :

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Affix the revenue stamp of Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. by 11:30 A.M. 18th March, 2026.
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.

LORDS CHLORO ALKALI LIMITED

Registered Office: SP-460, MIA, Alwar Rajasthan-301030

Corporate Office: A-281, 1st Floor, Defence Colony, New Delhi -110024

CIN No. : L24117RJ1979PLC002099, **Ph. No. :** 011- 40239034/35/36/37/38

Email Id.: secretarial@lordschloro.com , Website: www.lordschloro.com

ATTENDANCE SLIP

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

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

No. of Shares held

I/ we hereby record my/our presence at the Extra Ordinary General Meeting of the company being held on Wednesday, 18th March, 2026 at 11.30 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
138499		

Please see note no. _____ to the Notice dated 9th February, 2026 convening the EGM for the procedure with respect to e-voting.

Note: The remote e-voting period commences on 14th March, 2026 at 9:00 A.M. and ends on 17th March, 2026 at 5:00 P.M (at 5.00 P.M. IST)

ROUTE MAP OF EGM VENUE

