NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 47th Annual General Meeting of the Members of **Lords Chloro Alkali Limited** will be held on Friday, 11th September, 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:

ORDINARY BUSINESSES:

1. Consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2026 together with the reports of the Board of Director and Auditors thereon.

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

"RESOLVED THAT the Audited Financial Statement of the Company for the year ended March 31, 2026 together with the report of the Board of Directors and the Auditor thereon, as circulated to the members be and are hereby adopted."

2. Appointment Ms. Srishti Dhir (DIN: 06496679) as Director of the Company, who retires by rotation at this meeting and being eligible has offered herself for reappointment.

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

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Ms Srishti Dhir (DIN 06496679) who is liable to retire by rotation and being eligible has offered herself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. Re-appointment of M/s. Nemani Garg Agarwal & Co., Chartered Accountants as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 ('the Rules') (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), M/s. Nemani Garg Agarwal & Co., Chartered Accountants (Firm Registration Number: 010192N) be and is hereby re-appointed as Statutory Auditor of the Company for a second term of 5 (five) consecutive years from the conclusion of the 47th Annual General Meeting (2026) till the conclusion of the 52nd Annual General Meeting (2031) of the Company on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

SPECIAL BUSINESSES:

4. Ratify and confirm the remuneration of the Cost Auditors for the Financial Year 2026-27.

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

"RESOLVED THAT pursuant to the provisions under Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for ratification of remuneration, as approved by the Board of Directors and set out in the explanatory statement annexed to the notice, to be paid to the Cost Auditors M/s. Goyal, Goyal & Associates appointed by the Board of Directors at their meeting held on 28th May, 2026 to conduct the audit of the cost records of the company for the Financial Year 2026-27."

5. 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 modification, the following resolution proposed 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 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 a fixed remuneration of Rs. 2.40 Crore (Two Crore Forty Lakh) per annum for a period of 3 years w.e.f. 1st April, 2027. Further Incentives, upto 31st March, 2030 are payable in addition to Fixed Remuneration, subject to the terms & conditions as detailed below:

Sr. No.	Incentives	% of Earning before Depreciation and Taxes (EBDT)	Amount of Incentives
A	**Incentives**	0%	If EBDT is upto Rs. 10 Crore in a particular financial year.
B	**Incentives**	4% of EBDT	If EBDT is above Rs. 10 crores in a particular financial year

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 any one Managing Director/Whole Time Director 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, only the aforesaid fixed remuneration may be paid as the minimum remuneration for a period not exceeding 3(Three) years 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."

6. **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 modification, the following resolution proposed 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 a Fixed Remuneration of Rs. 2.40 Crore (Rupees Two Crore Forty lakh) per annum w.e.f. 1st April, 2027 and 25% of the property leased by the Company for guest house/conference room/cabins etc. as Rent Free Residential Accommodation provided by the Company. Further incentives, till the date of his tenure which will be expire on 31st May, 2029, are payable in addition to Fixed Remuneration, subject to the terms & conditions as detailed below:

Sr. No.	Incentives	% of Earning before Depreciation and Taxes (EBDT)	Amount of Incentives
A.	Incentives	0%	If EBDT is upto Rs. 10 Crore in a particular financial year
B.	Incentives	4% of EBDT	If EBDT is above Rs. 10 crores in a particular financial year

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 any one Managing Director/Whole Time Director 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, only the aforesaid fixed remuneration may be paid as the minimum remuneration till the date of his tenure which will be expire on 31st May, 2029 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."

7. Consider and approve the re-appointment and payment of remuneration to Shri Deepak Mathur (DIN: 07092786), as Whole Time Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution proposed 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, 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 re-appointment of Shri Deepak Mathur as Whole Time Director and as occupier of the Company's factory for a further period of 3 years w.e.f. 19th February, 2027 at a remuneration upto Rs. 1,00,00,000/- per annum (Rupees One Crore per annum) (CTC) inclusive of all perquisites and allowances.

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) and 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 Shri Deepak Mathur 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 Deepak Mathur (DIN: 07092786), Whole-Time Director of the Company, the aforesaid remuneration may be paid as the minimum remuneration payable to him subject to the provisions and necessary approvals in accordance with the limits prescribed in Schedule V of the Act.

RESOLVED FURTHER THAT 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."

8. Increase in borrowing limit of the Company under section 180 (1) (c) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 179 and 180 (1) (c) of Companies Act, 2013 any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of Articles of Association of the Company, subject to approval of any other authorities, if required, and as per the recommendation of the Audit Committee and Board of Directors of the Company consent of the members of the Company be and is hereby accorded to borrow, from time to time, any sum or sums of monies, together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) from Financial Institutions/Banks/NBFC/Body Corporate/ Individuals/other funding agencies (lenders), on such security and on such terms and conditions as may be considered suitable by the Board of Directors, may at any time exceed, the aggregate of the paid-up share capital of the Company its free reserves and securities premium, provided however, the total amount so borrowed in excess of the aggregate of the paid up share capital of the Company and its free reserves and securities premium shall not at any time exceed Rs. 500 crores (Rupees Five Hundred Crores Only).

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things which are necessary to give effect to the above said resolution and if required, to authenticate and file the requisite e-forms with the Registrar of Companies and to execute all such documents, instruments and writings as may be required."

9. Approval under Section 180(1)(a) of the Companies Act, 2013 for Creation/Modification of Mortgage and/or Charge over the moveable and immoveable properties of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and as per the recommendation of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) hypothecate/mortgage/pledge and/or create charge in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, in such manner as may be deemed fit , in favour of all or any of the financial institutions/ banks/ NBFC/lenders/ any other investing agencies or any other person(s)/ bodies corporate or the trustees for the lenders, to secure loans of the Company availed / to be availed by way of loans, ICDs and other facility, provided that the total amount of such loans/borrowings/facility shall not at any time exceed the limit of Rs. 500 Cr (Five Hundred Crore Only), together with all interest thereon, commitment charge, costs, charges, expenses and all other moneys payable by the Company to the lenders in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things which are necessary to give effect to the above said resolution and if required, to authenticate and file the requisite e-forms with the Registrar of Companies and to execute all such documents, instruments and writings as may be required."

10. 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 proposed 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."

11. Approval for Lords Chloro Alkali Employee Stock Option Scheme - 2026

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

"RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ***["Companies Act"]***, Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***["SEBI (SBEB & SE) Regulations, 2021"]***, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ***["SEBI (LODR) Regulations"]***, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the Regulations / Guidelines prescribed by SEBI or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded for the approval of Lords Chloro Alkali Employee Stock Option Scheme – 2026 ***("Scheme")*** and the Board of Directors *(hereinafter referred to as the **"Board of Directors"** which term shall be deemed to include any*

Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 10,00,000 (ten lakh) employee stock options ***("Options")*** *(or such other adjusted figure for any bonus issue, right issue, stock splits/sub-division of shares, consolidations of shares, merger, demerger, reconstitution, spin-off, amalgamation, reclassification of capital or other reorganization of the capital structure of the Company as may be applicable from time to time)* to or for the benefit of employees and/or directors of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws) exercisable into equal number of Shares of face value of Rs. 10/- each, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021, for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible employees by way of fresh allotment from the Company.

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company to the eligible employees under the Scheme shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, sub-division or consolidation of shares, merger, de-merger, reconstitution, spin-off, amalgamation, reclassification of capital. The outstanding Options to be granted under the Scheme shall be suitably adjusted for the number of Options as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT the Board (including any Committee thereof), subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and also to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT for the purpose of bringing into effect and generally for giving effect to these resolutions, Shri Ajay Virmani, Managing Director and Shri Madhav Dhir, Whole Time Director be and are hereby jointly and/or severally authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of Equity Shares allotted under the scheme with the depositories, listing of Shares with the Stock Exchange(s) etc. and may delegate all or any powers conferred herein, to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard."

By order of the Board of Directors
For Lords Chloro Alkali Limited
Sd/-
Pankaj Mishra
(Company Secretary)

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

Date: 27th July, 2026
Place: New Delhi

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the ordinary/special businesses to be transacted at the meeting under Item No. 3 to 11 is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy Form should be lodged with the Company at the registered office not later than 48 hours before the commencement of the above meeting i.e. by 11:30 A.M. of 11th September, 2026.

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. Members are requested to bring their attendance slip for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.

4. 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.

5. 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 AGM.

6. Securities and Exchange Board of India ('SEBI'), vide Regulations 36(1)(a), of the SEBI (LODR) Regulations have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations relating to the sending of Annual Report. Accordingly, electronic copy of the full annual report for 2025-26 and Notice of the 47th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. The Company, in accordance with Regulation 36(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP.

7. Members whose email is not registered may note that the Notice of AGM will also be available on the Company's website www.lordschloro.com/investor-information.html and 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.

8. The Register of Members and Share Transfer Books of the Company shall remain closed Saturday, 5th September, 2026 to Friday, 11th September, 2026 (both days inclusive).

9. 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 of Annual General Meeting.

10. 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 Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 ('Act') and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the members at the Meeting.

12. 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).

13. 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).

14. 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.

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 AGM. 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. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/ Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode.

17. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective Depository Participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.

18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB /P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

19. Pursuant to Section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution/authorization etc., authorizing their representatives to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to awanishcorporate@gmail.com with a copy marked to evoting@nsdl.com.

20. 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.

21. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR and in terms of SEBI vide Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed entities, the Company is pleased to provide the facility to Members to exercise their rights to vote on the Resolutions proposed to be passed at the AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of will be provided by NSDL. The members can opt for only one mode of voting i.e., either by remote E-voting or by ballot paper at the meeting. The members who have cast their vote by remote E-voting are eligible to attend the AGM but shall not be entitled to cast their vote again. In case of any unforeseen technical failure or eventuality resulting into non- functionality of the electronic voting system at the meeting, members would be provided the ballot paper for casting their vote at the meeting.

22. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday i.e. 4th September, 2026 the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

23. Since this AGM will be held physically, Route Map showing the location of and directions to reach the venue of the AGM is attached, pursuant to Secretarial Standard-2 on General Meetings.

24. 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 Monday, 7th September, 2026 at 09.00 A.M. and ends on Thursday, 10th September, 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. Friday, 4th September, 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 4th September, 2026.

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

<u>Step 1: Access to NSDL e-Voting system</u>

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 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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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. 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 an 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	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

participants	period.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your

vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
A). If you are already registered for e-Voting, then you can user 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 Monday, 7th September, 2026 (9.00 A.M. IST) and ends on Thursday, 10th September, 2026 (5.00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 4th September, 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 Friday, 4th September, 2026 only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM 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. Friday, 4th September, 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 AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 AGM and thereafter unblock the votes cast through remote e-Voting and shall make, not later than 48 Hours of the conclusion of the AGM, 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.

By order of the Board of Directors

For Lords Chloro Alkali Limited

Pankaj Mishra

Company Secretary

Registered Office:

SP-460, Matsya Industrial Area,

Alwar, Rajasthan – 301030, India

Date: 27th July, 2026

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

M/s. Nemani Garg Agarwal & Co. Chartered Accountants, (Firm Registration Number: 010192N), were appointed as Statutory Auditors of the Company for a first term of five consecutive years, at the 42nd Annual General Meeting (AGM) held on 28th September, 2021 to hold the office until the conclusion of the 47th Annual General Meeting of the Company.

As per Section 139 of the Companies Act, 2013, an audit firm can be appointed for up to two terms of five consecutive years. M/s. Nemani Garg Agarwal & Co. will complete their first term of five years at the ensuing AGM.

M/s Nemani Garg Agarwal & Co. have accorded their consent and confirmed that they fulfill all the eligibility criteria envisaged under Companies Act, 2013 and SEBI LODR to hold the office and perform the role of Statutory Auditor of the Company effectively. They hold a peer review certificate issued by the ICAI, which is valid up to 31st July, 2027.

Considering various factors such as industry experience, efficiency in conduct of audit, professional experience, and expertise of M/s Nemani Garg Agarwal & Co. the Audit Committee and the Board of Directors are of the opinion that it would be in the best interest of the Company to appoint M/s Nemani Garg Agarwal & Co., Chartered Accountants, as Statutory Auditor. Accordingly, the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of Nemani Garg Agarwal & Co. , as the Statutory Auditor of the Company, for the second consecutive term of five years from the conclusion of 47th AGM till the conclusion of 52nd AGM of the Company to be held in the year 2031, at a remuneration of Rs. 5 lakh PA towards statutory audit and quarterly limited reviews, excluding reimbursement of any out of pocket expenses (at actuals) and applicable taxes.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out and item No. 3 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out an item No. 3 of the Notice for the approval of the members of the Company.

Item No. 4

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on 28th May, 2026 had approved the appointment & remuneration of the Cost Auditor M/s. Goyal, Goyal & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2026-27 at a remuneration of Rs. 75,000 /- (Rupees Seventy Five Thousand only).

Pursuant to the provisions of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in the notice for ratification of remuneration payable to the cost auditors for the financial year 2026-27.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 4 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out an item No. 4 of the Notice for the approval of the members of the Company.

Item No. 5

Shri Ajay Virmani has been associated with the Company since 14th May, 2010 and appointed as Managing Director w.e.f 12th July, 2012. Further, Shri Ajay Virmani was re-appointed as the Managing Director of the Company by the members of the Company in the EGM held on 18th March, 2026 for a further period of 5 years w.e.f. 12th July, 2026 at a 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. upto 31st March, 2027.

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 7 Board meetings during the year 2025-26. He has not any relationship with other Directors, Manager and other Key Managerial Personnel of the company. He hold 1,50,000 (0.52%) equity shares in the Company. Shri Ajay Virmani is not a Director of any other listed entity.

Based on the strong performance of the Company under the leadership of Shri Ajay Virmani, the Nomination and Remuneration Committee recommended the fixed remuneration & Incentives as contained in this Resolution/explanatory statement for a period of 3 years w.e.f. 1st April, 2027 upto 31st March, 2030.

Accordingly, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 27th July, 2026, subject to the approval of the members, approved the Fixed Remuneration & Incentives as given in the resolution/explanatory statement for a period of 3years w.e.f. 1st April, 2027 upto 31st March, 2030.

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 a Fixed Remuneration of Rs. 2.40 Crore (Rupees Two Crore Forty Lakh Only) per annum for a period of 3 years w.e.f. 1st April, 2027. Further Incentives, upto 31st March, 2030 are payable in addition to Fixed Remuneration, subject to the terms & conditions as detailed below:

Sr. No.	Incentives	% of Earning before Depreciation and Taxes (EBDT)	Amount of Incentives
A.	Incentives	0%	If EBDT is upto Rs. 10 Crore in a particular financial year
B.	Incentives	4% of EBDT	If EBDT is above Rs. 10 crores in a particular financial year

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 Special Resolution for payment of remuneration to Sh. Ajay Virmani, Managing Director of the Company.

In the event of Company having no profit or inadequacy of profit in any financial year, Company may pay only the aforesaid Fixed Remuneration as the minimum Remuneration to Shri Ajay Virmani, Managing Director of the Company for a period not exceeding 3 years subject to the approval of members in the general meeting as per the provisions of Schedule V of the Companies Act, 2013.

Further, pursuant to section 197 of the Companies Act, 2013 (the Act) subject to the approval of members, total managerial remuneration payable by the Company to its Directors including Managing Director and Whole-time Director(s) may 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 may exceed 5% of the net profits of the Company and if there is more than one such Director remuneration may exceed 10% of the net profits to all such directors taken together.

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 remuneration payable to Shri Ajay Virmani is now being placed before the Members at the Annual 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	**2025-26**
Sales	**39013.10**
Net Profit/(Loss)	**2848.67**

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

<u>II. Information about the appointee:</u>

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.1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum besides perquisites, allowances and Incentives.

3. Recognition or awards:

Shri Ajay Virmani is Chartered Accountant by Profession having 18 years of experience; he served as the president of AMAI and 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 as per Section 197 of the Companies Act, 2013 and for which we have already taken the Members approval and we are paying in accordance to the same. 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.

3. Expected increase in productivity and profits in measurable terms

Company already took 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 Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 5 of the Notice, except to the extent of their Shareholding, if any, in the Company.

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.

The Board recommends the Special Resolution as set out a item No. 5 of the Notice for the approval of the members of the Company.

Item No. 6

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 Extra Ordinary General Meeting held on 18th March, 2026 approved the remuneration of Shri Madhav Dhir at Remuneration of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum plus other benefits such as Special allowance, Performance Bonus, Additional Performance Incentive and Special Incentive etc. upto 31st March, 2027 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 advices 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 Remuneration & Incentives as contained in the Resolution/explanatory statement w.e.f. 1st April, 2027 upto till the date of his tenure which will be expire on 31st May, 2029 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 27th July, 2026 subject to the approval of the members, approved the Fixed Remuneration & Incentives contained in the Resolution/explanatory statement w.e.f. 1st April, 2027 till the date of his tenure which will be expire on 31st May, 2029 .

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 a Fixed Remuneration of Rs. 2.40 Crore (Rupees Two Crore Forty lakh) per annum w.e.f. 1st April, 2027 and 25% of the property leased by the Company for guest house/conference room/cabins etc. as Rent Free Residential Accommodation provided by the Company. Further Incentives, till the date of his tenure which will be expire on 31st May, 2029, are payable in addition to Fixed Remuneration, subject to the terms & conditions as detailed below:

Sr. No.	Incentives	% of Earning before Depreciation and Taxes (EBDT)	Amount of Incentives
A.	Incentives	0%	If EBDT is upto Rs. 10 Crore in a particular financial year
B.	Incentives	4% of EBDT	If EBDT is above Rs. 10 crores in a particular financial year

Accordingly, approval of the members is sought for passing of Special Resolution for payment of remuneration to Shri. Madhav Dhir, Whole Time Director of the Company.
In the event of Company having no profit or inadequacy of profit in any financial year, Company may pay only the aforesaid Fixed Remuneration as the minimum Remuneration along with rent free residential accommodation as mentioned above to Shri Madhav Dhir, Whole Time Director of the Company till the date of his tenure which will be expire on 31st May, 2029 subject to the approval of members in the general meeting as per the provisions of Schedule V of the Companies Act, 2013.

Further, pursuant to section 197 of the Companies Act, 2013 (the Act) subject to the approval of members, total managerial remuneration payable by the Company to its Directors including Managing Director and Whole-time Director(s) may 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 may exceed 5% of the net profits of the Company and if there is more than one such Director remuneration may exceed 10% of the net profits to all such directors taken together.

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 remuneration payable to Shri Madhav Dhir is now being placed before the Members at the Annual General Meeting for their approval.

Shri Madhav Dhir one of the promoter of the Company holds 95,93,442 (33.48%) 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 2025-26.

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:

Sr. 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	Cygnet 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	**2025-26**
Sales	39013.10
Net Profit/(Loss)	2848.67

(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 advices the management of the Company on all strategic matters relating to existing and future business of the Company.

2. Past Remuneration:

Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum besides perquisites, allowances and Incentives.

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 advices 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 as per Section 197 of the Companies Act, 2013 and for which we have already taken the Members approval and we are paying in accordance to the same. 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.

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) are in anyway, concerned or interested, financially or otherwise, in the resolution as set out at item no 6 of the Notice, except to the extent of their Shareholding, if any, in the Company.

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.

The Board recommends the Special Resolution as set out a item No. 6 of the Notice for the approval of the members of the Company.

Item No. 7

Shri Deepak Mathur is associated with the Company since 19th February, 2015 as Whole Time Director. Director (Technical) and occupier of the Factory. Shri Deepak Mathur was re-appointed as Whole Time Director (Director (Technical)) and occupier of the factory w.e.f. 19.02.2018 for a period of three years and further re-appointed as Director (Technical) and occupier of the factory for a term of three years w.e.f. 19.02.2021. Further, Members of the Company at the 44th AGM held on 28th September, 2023 re-appointed him as Whole Time Director (Director (Technical)) and occupier of the factory w.e.f. 19.02.2024 and also approved his remuneration, for the period of 3 years. As per term of appointment, his term is going to expire on 18 February 2027. Based on his performance, Board of Director of the Company, on the recommendation of Nomination and Remuneration Committee, proposed to re-appoint him for further period of 3 years w.e.f. 19th February, 2027 at a remuneration upto Rs. 1,00,00,000/- PA (Rupees One Crore only), subject to the approval of members in the ensuing Annual General Meeting.

Further to highlight that, Shri Deepak Mathur, Chemical Engineer, having 44 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. Further, he also works closely with Managing Director of the Company. He has attended 6(six) Board meetings during the year 2025-26. He has not any relationship with other Directors, Manager and other Key Managerial Personnel of the company. 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 nil shareholding in this Company.
Accordingly, Nomination and Remuneration Committee after considering above facts & works profile of Shri Deepak Mathur, Director (Technical) and occupier of the factory of the Company and also the remuneration payable in the Alkali Industries, recommended the re-appointment of Shri Deepak Mathur (DIN: 070927867) as Whole Time Director and occupier of the Company for a further period of 3 years w.e.f. 19th February, 2027, at a remuneration upto Rs. 1,00,00,000/- PA (Rupees One Crore only)inclusive of all perquisites and allowances.

Accordingly, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 27th July, 2026, subject to the approval of the members, approved the re-appointment of Shri Deepak Mathur as Whole Time Director and occupier of factory of the Company at a remuneration of Rs. 1,00,00,000/- PA (Rupees One Crore only), for a further period of 3 years w.e.f. 19th February, 2027.

Accordingly, approval of the members is sought for passing of Special Resolution for re-appointment and payment of remuneration to Sh. Deepak Mathur, as Whole Time Director and occupier factory of the Company.
In the event of Company having no profit or inadequacy of profit in any financial year, Company may pay the above said remuneration to Shri Deepak Mathur, subject to the approval of members in the general meeting as per the provisions of Schedule V of the Companies Act, 2013. Such approval shall be valid for three years.

Shri Deepak Mathur has confirmed that he is not disqualified from being re-appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He has provided his consent for re-appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority. The other requisite details about Deepak Mathur are provided in Annexure to the Notice.

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	2025-26
Sales	39013.10
Net Profit/(Loss)	2848.67

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

II. Information about the appointee:

1. **Background Details:**

Shri Deepak Mathur is a Chemical Engineer and having 44 years' experience in chemical industry. He was working as a Director (Technical) in the Company w.e.f. 19th February, 2015 for a period of three years. Further, he was re-appointed for a term of three years w.e.f. 19th February, 2021 and further re-appointed for a term of 3 years w.e.f. 19^{th} February, 2024.

2. **Past Remuneration:**

Upto Rs. 70,00,000/- (Rupees Seventy Lakhs Only) per annum inclusive of all perquisites and allowances.

3. **Recognition or awards**:

He is widely recognized as a dynamic professional and, he is fully equipped to facilitate the operation of the Company.

4. **Job profile and his suitability:**

Shri Deepak Mathur, Chemical Engineer, having 44 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.

5. **Remuneration proposed**

The details of remuneration proposed to be paid to Shri Deepak Mathur 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 Deepak Mathur 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 Deepak Mathur 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 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 as per Section 197 of the Companies Act, 2013 and for which we have already taken the Members approval and we are paying in accordance to the same. 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.
3. **Expected increase in productivity and profits in measurable terms**

   Company already had 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 Deepak Mathur, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 7 of the Notice, except to the extent of their Shareholding, if any, in the Company.

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.

The Board recommends the Special Resolution as set out a item No. 7 of the Notice for the approval of the members of the Company.

Item No. 8

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

During the financial year 2025-26, the Company expanded the production capacity of Caustic Soda Plant by 100 TPD, and also in process to expand a Solar Power Plant by 21MW DC in Rajasthan for captive consumption. To meet ongoing business requirements, working capital needs, and future growth strategies, the Company may require financial assistance from banks, financial institutions, or other lenders, to the extent of Rs. 500 crore. To ensure the Board remains fully authorised to manage outstanding and fresh borrowings within the said limit of Rs. 500 cr, it is necessary to revalidate borrowing limit of the Company upto Rs. 500/- Cr, over and above the aggregate of the paid-up capital, free reserves and securities premium at any time under the provisions of Section 180(1) (c) of the Companies Act, 2013 (the "Act") and the rules made thereunder.

The consent of the members of the Company is sought, to enable the Board of Directors to borrow monies from Financial Institutions / Banks / NBFC / Body Corporate / Individuals / other funding agencies(lenders), by an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only) in excess of the paid up share capital and free reserves and Securities Premium Account,

The proposed borrowings of the Company may, if necessary, be secured by way of charge/mortgage /hypothecation on the Company's assets in favour of Financial Institutions / Banks/ NBFC / Body Corporate / Individuals / other funding agencies (lenders) or the trustees or any other parties.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 8 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The Board recommends the Special Resolution as set out an item No. 8 of the Notice for the approval of the members of the Company.

Item No. 9

The members of the Company at the Annual General Meeting (AGM) held on 28th September, 2023 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 had accorded their consent to the Board of Directors by way of special resolution to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future, in favour of Financial Institutions/Banks/ NBFC/Body Corporate/Individuals/ other funding agencies (lenders) or the trustees for the lenders of the Company to secure the financial assistances granted/to be granted by the lenders upto an amount in the aggregate not exceeding Rs.250 crores (Rupees Two Hundred Fifty crores Only), together with all interest thereon, commitment charge, costs, charges, expenses and all other moneys payable by the Company to the lenders.

In order to secure the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company in favour of the lenders.

As the borrowing limit of the Company under Section 180 (1)(c) is sought to be enhanced it is proposed to seek a fresh consent of the members by way of Special Resolution in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future, as and when necessary to secure the borrowings from time to time upto an amount of Rs. 500 Cr.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 9 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The Board recommends the Special Resolution as set out an item No. 9 of the Notice for the approval of the members of the Company.

Item No. 10

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 27th July 2026 have considered and approved the payment of remuneration 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, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 10 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The Board recommends the Special Resolution as set out an item No. 10 of the Notice for the approval of the members of the Company.

Item No. 11

Employee Stock Option is a very useful tool to attract, retain the key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. Your Company believes in rewarding its employees including Managing Director/ Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path.

The Company intends to implement Employee Stock Option Scheme with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Board of Directors at their meeting held on 27th July, 2026 have approved an employee stock option scheme namely "Lords Chloro Alkali Employee Stock Option Scheme - 2026"

The Company seeks shareholders' approval for implementation of Lords Chloro Alkali Employee Stock Option Scheme – 2026 and grant of Stock Options to the eligible employees as may be decided in this behalf from time to time, in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations").

The Nomination and Remuneration Committee will administer and superintend the Lords Chloro Alkali Employee Stock Option Scheme - 2026 in accordance with the SEBI SBEB & SE Regulations. Approval of the Members is being sought for grant of employee stock options ("Options") ("Stock Options") to the eligible employees as may be determined by the Nomination and Remuneration Committee.

In accordance with the SEBI SBEB & SE Regulations, approval of Members by way of special resolution is required for adoption of the Lords Chloro Alkali Employee Stock Option Scheme - 2026, extending the benefits of the Lords Chloro Alkali Employee Stock Option Scheme - 2026 to eligible employees of the Company.

Following are the salient features Lords Chloro Alkali Employee Stock Option Scheme - 2026:

1. **Brief Description of the scheme:**

The objective of Lords Chloro Alkali Employee Stock Option Scheme – 2026 is:

a. To reward the Employees for their association and performance

b. To motivate and retain the employees to contribute to the growth and Profitability of the Company

c. To achieve sustained growth and the creation of Shareholder value by aligning the interest of the employees with the long-term interests of the Company.

d. To provide deferred rewards to employees.

2. Total number of options to be granted:

The maximum number of options that may granted in one or more tranches, pursuant to the scheme shall not exceed 10,00,000 (Ten Lakh) Options which shall be convertible into equal number of Shares not exceeding 10,00,000 (Ten Lakh) Equity Shares having face value of Rs. 10/-each.

If any Option Granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be added back to the pool and shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of Options that can be Granted and the Shares arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.

3. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme:

i. an employee as designated by the company, who is exclusively working in India or outside of India; or

ii. a Director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or but does not include

(a) An Employee who is a Promoter or a person belonging to the Promoter Group; or

(b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly holds more than ten percent of the outstanding equity shares of the Company.

4. Requirements of vesting and period of vesting:

Vesting Period shall commence from the Grant Date, subject to a minimum of 1 year from the Grant Date and to a maximum period of 3 (Three) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

The Vesting Schedule, % of Options to be vested will be clearly defined in the Grant Letter of respective Grantees subject to minimum and maximum Vesting Period as specified above and can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

5. **The maximum period within which the options shall be vested:**

The maximum period within which the Options shall be vested is 3 (three) years from the date of grant of such Options.

6. **Exercise Price or pricing formula:**

Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.

The Committee has the power to provide a suitable discount on such price as per the Scheme. However, in any case the Exercise Price shall not be more than the Market Price and shall not go below the face value of the Share of the Company.

7. **Exercise Period and the process of Exercise:**

After Vesting, Options can be exercised either wholly or partly, within a maximum Exercise period of 2 (Two) years from the date of last Vesting, after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any, during the Exercise Window as intimated from time to time to the Grantee.

The mode and manner of the Exercise shall be communicated to the Grantees individually.

8. **The appraisal process for determining the eligibility of employees for the scheme:**

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be Granted and the terms and conditions thereof.

I. **Based on Designation:** Depending upon the role/ position of the employee and its criticality and involvement in strategic decision-making.

II. **Based on Performance and Other Criteria:**

- **Performance of Employee**: Employee's performance during the financial year in the Company on the basis of decided parameters including annual appraisal process.
- **Performance of Company**: Performance of the Company as per the standards to be set by the Board of Directors from time to time.

III. Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

9. **Maximum number of Options to be issued per employee and in aggregate:**

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued equity share capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 10,00,000 (ten lakh) Options which shall be convertible into equal number of Shares not exceeding 10,00,000 (ten lakh) Equity Shares having face value of Rs. 10/- each.

10. **Maximum quantum of benefits to be provided per employee under the scheme:**

The maximum quantum of benefits that will be provided to every Eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

11. **Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

12. **Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

The Scheme involves new issue of equity shares by the Company via direct route.

13. **The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilisation, repayment terms, etc.:**

Not applicable, since the Scheme is proposed to be implemented by direct route.

14. **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme(s):**

Not applicable, since the Scheme is proposed to be implemented by direct route.

15. **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:**

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

The Company shall comply with the disclosure requirements and accounting policies specified in the SEBI (SBEB & SE) Regulations 2021.

16. **The method which the Company shall use to value its options:**

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. **Statement with regard to Disclosure in Director's Report:**

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ***("EPS")*** of the company shall also be disclosed in the Directors' report.

18. **Period of lock-in:**

The Shares allotted to the Grantees pursuant to Exercise of Options shall not be subject to lock-in period from the date of allotment. The Grantee is free to sell the Shares, in compliance with Applicable Laws.

19. **Terms & conditions for buyback, if any, of specified securities covered under these regulations:** NA

The Committee has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 11 of the Notice, except to the extent of their Shareholding, if any, in the Company.

The Board recommends the Special Resolution as set out an item No. 11 of the Notice for the approval of the members of the Company.

Lords Chloro Alkali Employee Stock Option Scheme – 2026 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company or at the registered office of the Company.

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

Sd/-
Pankaj Mishra
Company Secretary

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

Date: 27th July, 2026
Place: New Delhi

Annexure to the Notice

Details of Directors seeking re-appointment at the Annual General Meeting of the Company pursuant to Reg. 36 of the SEBI (LODR) Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name of Director	**Ms. Srishti Dhir**	**Shri Deepak Mathur**
Director Identification No.	06496679	07092786
Date of Birth	21/12/1988	01/08/1960
Nationality	Indian	Indian
Qualifications	Master's Degree from London Business School and a Law and Business Degree from Warwick University and LLB	B. Sc. (Engineering) in Chemical from Punjab University, Chandigarh
Brief Resume	Ms. Srishti Dhir, aged 36 years, has a Master's Degree from London Business School and a Law and Business Degree from Warwick University and has also completed LL.M Degree from India. She has been involved with financial services including dealing with Non-Performing Assets. Most recently she completed a two year stint with a Venture Capital Fund. She has also established a digitally led real estate company and a co-working space provider in Delhi NCR.	Shri Deepak Mathur aged 64 years, Chemical Engineer, having 44 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.
Date of Appointment	23/08/2021	19/02/2015
Expertise in Specific	Finance, Marketing and	Chemicals production

Functional Area	Management	
Term and condition of reappointment	Retire by rotation	As mentioned in Resolution and Explanatory statement u/s 102 in the Notice of AGM.
Disclosure of relationships between directors inter-se	She is sister of Shri Madhav Dhir, Whole Time Director of the Company.	He is not related to any of the Directors on the Board of the Company.
Names of listed entities in which she holds the directorship as on 31.03.2026	Lords Chloro Alkali Limited	Lords Chloro Alkali Limited
Names of listed entities in which she holds Membership of Committees of the board as on 31.03.2026	Lords Chloro Alkali Limited	NA
No. of equity shares held as on 31.03.2026	45,35,694 Shares	Nil
No. of Meetings of the Board attended during the financial year 2025-26	6	6
Remuneration details (Including Sitting Fees & Commission) paid during F.Y. 2025-26	Rs. 1,60,000/- (Sitting fee)	Details of remuneration given in explanatory statement
Remuneration proposed to be paid	Sitting fee as approved by Board of Directors	Details of remuneration given in explanatory statement
Other Directorships	1. Hub And Oak Accelerator Private Limited 2. Dhir Hotels And Resorts Private Limited 3. Cirrus Chemicals Private Limited 4. Cygnet Projects Private Limited 5. Ammadoes Trading And Consultants Private Limited 6. Turquoise Metals And	NA

	Electricals Private Limited 7. Destinationindia Projects Private Limited 8. Triton Projects India Private Limited 9. Sri Parthasarathy Infrastructure Private Limited 10. Dhir E-Commerce Private Limited 11. Dhir Investment Advisors Private Limited 12. Aquamarine Synthetics And Chemicals Private Limited 13. Monet Exports Private Limited 14. Agate India Investments Limited	
Membership/ Chairmanship of Committees of other Boards	NA	NA

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

Sd/-
Pankaj Mishra
Company Secretary

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

Date: 27th July, 2026
Place: New Delhi