

Date: 31.07.2024

To,
The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

To,
Listing Department,
National Stock Exchange of India Limited
Exchange plaza,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Scrip Code: 500284

Scrip Code: LORDSCHLO

Sub: Announcement and intimation of Private Placement Offer cum Application Letter to Proposed Allottee, Pursuant to Section 42 and rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014.

Dear Sir/Madam,

The Board of Directors and Shareholders of our Company has approved the issuance of 35,00,000 (Thirty Five Lakhs) Convertible Warrants (“Warrants”), at a price of Rs. 122 /- (Rupees One hundred Twenty Two only) per warrant, aggregating up to Rs. 42,70,00,000/- (Rupees Forty Two Crore Seventy Lakhs Only) (“Total Issue Size”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value Rs. 10.00/- (Rupees Ten only), each at a premium of Rs. 112/- (Rupees One hundred Twelve only) per share for each Warrant on a preferential basis (“Preferential Issue”), for consideration payable through electronic means/ banking channels.

Sr. No.	Name of the Proposed Allottees	Category (Promoter/Promoter Group/Non-Promoter)	Maximum Number of Warrants to be issued
1.	Madhav Dhir	Promoter	9,00,000
2.	Mancesha Dhir	Promoter	9,00,000
3.	Srishti Dhir	Promoter	4,50,000
4.	Snigdha Dhir	Promoter Group	4,50,000
5.	My Money Credits Private Limited	Non-Promoter	2,00,000
6.	Mehak Infracon Private Limited	Non-Promoter	4,50,000
7.	Ajay Virmani	Non-Promoter	1,50,000
	Total		35,00,000

The offer will remain opened for 8 days from Wednesday, July, 31, 2024 to Wednesday, August 07, 2024.

The Company has received In-Principle Approval from the National Stock Exchange of India Limited and BSE Limited (attached herewith) for issue and allotment of 35,00,000 (Thirty-Five Lakhs) Convertible Warrants (“Warrants”), at an issue price of Rs. 122/- per warrant to be issued on preferential basis by the Company under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We are enclosing private placement offer cum application letter (PAS-4) for the purpose of this issue.

Kindly take the above in your record.

Thanking You.

Yours faithfully

For Lords Chloro Alkali Limited

Hitesh Kumar
(Company Secretary & Compliance Officer)



Encl: As above



LORDS CHLORO ALKALI LIMITED

CIN NO. : L24117RJ1979PLC002099

Regd office: SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan)

Corp. Off.: A-281, 1st Floor, Defence Colony, New Delhi-110024

Phone: 011-40239034/35, Website: www.lordschloro.com;

E-mail: secretarial@lordschloro.com

Dear Investor,

Subject: PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER OF LORDS CHLORO ALKALI LIMITED

With respect to willingness and recording of proposed allottees names and address in Form PAS-5/ List of Allottees, the Board of Directors and Shareholders of our Company has approved the issuance of 35,00,000 (Thirty Five Lakhs) Convertible Warrants ("Warrants"), at a price of Rs. 122 /- (Rupees One hundred Twenty Two only) per warrant, aggregating up to Rs. 42,70,00,000/- (Rupees Forty Two Crore Seventy Lakhs Only) ("Total Issue Size"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value Rs. 10.00/- (Rupees Ten only), each at a premium of Rs. 112/- (Rupees One hundred Twelve only) per share for each Warrant on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels.

We further inform you that the Company has received In-Principle Approval from the National Stock Exchange of India Limited and BSE Limited for issue and allotment of 35,00,000 (Thirty-Five Lakhs) Convertible Warrants ("Warrants"), at an issue price of Rs. 122/- per warrant to be issued on preferential basis by the Company under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We are enclosing private placement offer cum application letter for the purpose of this issue.

PLEASE NOTE THAT PRIVATE PLACEMENT OFFER AND APPLICATION LETTER SHALL NOT CARRY ANY RIGHT OF RENUNCIATION.

FURTHER NOTE THAT THE OFFER IS VALID FOR 08 DAYS FROM JULY 31, 2024 (WEDNESDAY) TO AUGUST 07, 2024 (WEDNESDAY) AND ALLOTMENT OF SHARES SHALL BE MADE AFTER THE CLOSURE OF OFFER.

In case of any query in relation to this Private Placement Offer cum Application Letter or this offer, you may contact Mr. Hitesh Kumar (Company Secretary) at Corporate Office of the Company at A-281, 1st Floor, Defence Colony, New Delhi-110024 or you may call on 011-40239034/35 or can drop a query mail on secretarial@lordschloro.com.

We appreciate your response.

Thanking You.

For Lords Chloro Alkali Limited


Ajay Virmani
Managing Director
DIN: 00758726

Date: July 31, 2024

Place: New Delhi

FORM PAS - 4

[See rule 14(3)]

Part - A

**PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER
LORDS CHLORO ALKALI LIMITED**

The Private Placement Offer cum Application Letter shall contain the following:-

1. GENERAL INFORMATION

i. Name, address, website, if any and other contact details of the company indicating both registered office and corporate office:

Name : Lords Chloro Alkali Limited ("Company")
Regd. Office : SP-460, Matsya Industrial Area, Alwar, Rajasthan, India, 301030
Corp. Office : 281, 1st Floor, Defence Colony, South Delhi, New Delhi, India, 110024
Website : www.lordschloro.com
Email-ID : secretarial@lordschloro.com
Tel : +91-11-40239034/35/36/37/38
Fax : N.A.

ii. Date of Incorporation of the Company: 01-03-1979

iii. Business carried on by the Company and its subsidiaries with the details of branches or units, if any:

The Company is engaged in the business of manufacturers, producers, refiners, processors, importers, exporters, wholesalers, retailers of and dealers in all kinds of organic and inorganic chemicals, caustic soda (caustic soda lye, caustic soda solid and caustic soda flake) chlorine both gas and liquid, hydrochloric acid, bleaching powder, calcium hypochlorite, ammonium chloride conforming to technical and pure grade, Benzene hexachloride and other chlorine based organic and Inorganic chemicals, basic and fine chemicals, dyeintermediate, coaltar dye stuffs, rubber chemicals, industrial chemical, heavy chemicals, acids, alkalies, pigment colors, cement colors, rubber colors, dye stuffs for synthetic fibres, varnishes, glycerine and fatty acids, soaps both toilet and laundry and detergents.

The Company does not have any subsidiary.

The Company has no branches or units.

iv. Brief particulars of the Management of the Company:

a. Details of Board of Directors of the Company & their profile

S. No.	Name of Director	Designation	DIN	Brief Profile
1.	Mr. Ajay Virmani	Managing Director	00758726	Shri Ajay Virmani, aged 63 years, is a Chartered Accountant and working as a Managing Director of the Company. He is also President of "Alkali Manufacturers Association of India". He has vast experience in manufacturing sectors and management of the Company. He has been instrumental in shaping financial and business strategies for the Company.

2.	Mr. Madhav Dhir	Whole Time Director	07227587	Shri Madhav Dhir, aged 32 years, has Master's Degree in Economics and Strategy for Business and B.Sc. (Hons). from Imperial College London and Warwick Business School respectively. He is actively involved in the secretarial, finance, production and marketing department of the Lords Chloro Alkali Limited. After completion of open offer, Shri Madhav Dhir, took the meaningful charge of the business activities of the 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 and profitability. Under his dynamic leadership and guidance the Company is moving forward in right direction.
3.	Ms. Srishti Dhir	Non-Executive Non-Independent Director	06496679	Ms. Srishti Dhir, aged 35 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.
4.	Mr. Deepak Mathur	Whole Time Director	07092786	Shri Deepak Mathur, aged 64 years, is an engineer and working as Director (Technical) of the Company w.e.f 19 th January, 2015. He has vast experience working in manufacturing units including chemicals like caustic soda.
5.	Mr. Amia Kumar Singh	Non-Executive Independent Director	06646842	Mr. Amia Kumar Singh (DIN: 06646842) is a qualified Chartered Accountant. He is possessing expertise of over a decade in Finance Profession having around 14 years of comprehensive experience. He is very well versed in Taxation, International taxation and Transfer Pricing.

				<p>Presently he is associated with Haier Appliances India Private Limited, as Deputy General Manager Taxation and awarded best employee of H-1, 2019 in Haier India.</p> <p>Further he was also associated with Ernst and Young, Hyderabad, India as Consultant Transfer Pricing & International Taxation and worked with Apollo Tyres Limited, as Associate Manager Taxation.</p>
6.	Mr. Sandeep Singh	Non-Executive Independent Director	03603531	<p>He is a practising Company Secretary. He is also a law graduate. Possessing an expertise of over a decade, he has a very wide experience in the statutes concerning Corporate Laws, Foreign Exchange Management Act, RBI related statutes and laws, Insolvency & Bankruptcy Code and SEBI related laws and regulations</p>
7.	Ms. Shubha Singh	Non-Executive Independent Director	06926872	<p>Ms. Shubha Singh is a qualified Company Secretary. She is also a Chartered Financial Analyst (CFA) from ICFAI, Hyderabad since 2022, Postgraduate Diploma in Financial Analyst from ICFAI, Hyderabad since 2022, MBA (International Business) From IMT, Ghaziabad since 2013 and Law graduate from faculty of Law.</p> <p>She also hold Bachler degree in B.Com. (Hons) from Hansraj College, Delhi University.</p> <p>She has a very wide experience in the statutes concerning Corporate Laws, Foreign Exchange Management Act, RBI related statutes and laws and SEBI related laws and regulations. She is also serving on the Board as Non-Executive Director of AMD Industries Ltd., Dhanuka Agritech Limited, Ujala Healthcare Services Limited and Orchid Pharma Limited.</p>
8.	Ms. Sakshi Vashisth	Non-Executive Independent Director	08645425	<p>Ms. Sakshi Vashisth (DIN: 08645425) is a practising Company Secretary. She possesses an expertise of over a decade. She has a very wide experience in the statutes concerning Corporate Laws, Foreign Exchange</p>



				Management Act, RBI related statues and SEBI related laws and regulations and Legal & Financial consultancy. Her advisory and consultancies have been widely sought after by various corporate houses, thereby assuring the up to date compliances of these corporates with the applicable laws, as well as with the applicable amendments.
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b. Details of Key Managerial Personnel (KMP) of the Company & their profile

S. No.	Name of KMP	Designation	DIN	Brief Profile
1.	Mr. Ajay Virmani	Managing Director	00758726	Shri Ajay Virmani, aged 63 years, is a Chartered Accountant and working as a Managing Director of the Company. He is also President of "Alkali Manufacturers Association of India". He has vast experience in manufacturing sectors and management of the Company. He has been instrumental in shaping financial and business strategies for the Company.
2.	Mr. Madhav Dhir	Whole Time Director	07227587	Shri Madhav Dhir, aged 32 years, has Master's Degree in Economics and Strategy for Business and B.Sc. (Hons). from Imperial College London and Warwick Business School respectively. He is actively involved in the secretarial, finance, production and marketing department of the Lords Chloro Alkali Limited. After completion of open offer, Shri Madhav Dhir, took the meaningful charge of the business activities of the 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 and profitability. Under his dynamic leadership and guidance the Company is moving forward in right direction.
3.	Mr. Deepak Mathur	Whole Time Director	07092786	Shri Deepak Mathur, aged 64 years, is an engineer and working as Director (Technical) of the Company w.e.f 19 th January, 2015. He has vast experience working in manufacturing units including chemicals like caustic soda.

4.	Mr. Rajiv Kumar	Chief Financial Officer	-	Mr. Rajiv Kumar, aged 47 years, is a Chartered Accountant having experience of total 20 years and associated with Lords Chloro Alkali Limited as a Chief Financial Officer for since 2015. He has vast experience in Finance, taxation, Accounts of manufacturing sectors.
5.	Mr. Hitesh Kumar	Company Secretary	-	Mr. Hitesh Kumar is an associate member of the Institute of Company Secretaries of India. He has over 10 years of experience in dealing with Secretarial Compliances of Listed and Unlisted Companies.

v. **Names, addresses, Director Identification Number (DIN) and occupations of the directors:**

Name	Address	DIN	Occupation
Mr. Ajay Virmani	Raheja Atlantis, Sector-21 Gurugram, Haryana-122002	00758726	Service
Mr. Madhav Dhir	C-361, Defence Colony, New Delhi-110024	07227587	Business
Ms. Srishti Dhir	C-361, Defence Colony, New Delhi-110024	06496679	Business
Mr. Deepak Mathur	Sai Deep, 84, Scheme No-8, Gandhi Nagar, Alwar, Rajasthan 301001	07092786	Service
Mr. Amia Kumar Singh	89-A J-Extension Laxmi Nagar Delhi-110092	06646842	Service

Name	Address	DIN	Occupation
Mr. Sandeep Singh	2579/1A, Shadipur, Mandir Wali Gali, West Patel Nagar, New Delhi-110008	03603531	Profession
Ms. Shubha Singh	House No. 421, Plot No. 104 Ashirwad Enclave I.P. Extension, National Victor Public School East Delhi-110092	06926872	Service
Ms. Sakshi Vashisth	2182/2, Guru Arjun Nagar, West Patel Nagar, New Delhi-110008	08645425	Profession

vi. **Management Perception of Risk Factors:**

- An investment in securities involves a high degree of risk. Investors should carefully consider all the information in this Offer Letter, including the risks and uncertainties, before making an investment in our Securities.
- We may be unable to sustain growth at historical levels. Also, we may not be able to implement our growth strategy successfully. Our inability to manage growth may have an adverse effect on our business and results of operations.
- The Issue Price of our Warrant may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that the investor will be able to resell their shares at or above the Issue Price.
- Among the factors that could affect our share price are:-
- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues; changes in revenue or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions;
- Our ability to pay dividends in the future will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and other factors.
- Our failure to obtain additional capital in future could adversely affect our ability to grow.
- Inability to maintain and grow our business and brand image could adversely affect our business and prospects.
- Our competitive and growth strategies are subject to execution risks that may impact our business and prospects.
- We operate in a significantly fragmented and competitive market, which may adversely affect our profitability and market share.



External Risk Factors

- A slowdown in economic growth in India could adversely impact our business. Our performance and the growth of our business are dependent on the performance of the overall Indian economy.
- Any slowdown in the Indian economy or any future volatility in global chemical industry, exchange and interest rates etc., could adversely affect our customers and the growth of our business, which in turn could adversely affect our business, financial condition and results of operations.

vii. Details of default, if any, including therein the amount involved, duration of default, and present status, in repayment of:

- a. Statutory Dues:** The Company has not defaulted on payment/repayment of any statutory Dues.
- b. Debentures and interest thereon:** The Company has not defaulted on payment/repayment of any Debenture or interests thereon.
- c. Deposits and interest thereon:** The Company has not defaulted on payment/repayment of any deposits and interest thereon.
- d. Loan from any banks or other financial institutions or interest thereon:** The Company has not defaulted on payment/repayment of any loans from banks or other financial institutions or interest thereon.

viii. Name, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process:

Name: Mr. Hitesh Kumar

Designation: Company Secretary & Compliance Officer

Address: 281, 1st Floor, Defence Colony, South Delhi, New Delhi, India, 110024

Tel/Mob: +91-11-40239034/35/36/37/38

E-mail: secretarial@lordschloro.com

Registrar of the Issue:

Alankit Assignments Limited,

Address: 4E/2 Jhandewalan Extension, New Delhi -110055

Tel: +91-11-42541234 / 23541234

Registered Valuer:

Sundae Capital Advisors Private Limited (IBBI Regn. No IBBI/RV-E/03/2021/136),

Address: 1177, 11th Floor, VEGAS, Plot No. 6, Sector-14 (North), Dwarka City Centre, New Delhi - 110 075

ix. Any Default in Annual Filing of the Company under the Companies Act, 2013 or the rules made thereunder.

There is no default in Annual Filing of the Company under the Companies Act, 2013 or the rules made thereunder. The Balance Sheet and Annual Returns have been filed upto 31st March, 2023.

2. PARTICULARS OF OFFER

i	Financial Position of the Company for the Last 3 financial years	Attached as per Annexure- 1 herewith.
ii.	Date of passing of board resolution with respect to the private placement	The Board of Directors of the Company had approved the resolution for issuance of warrant convertible into equity shares in their meeting held on 17 June, 2024.
iii	Date of passing of shareholders' resolution, authorizing the offer of securities	The Members of the Company had approved the special resolution for issuance of warrant convertible into equity shares in their Extra-Ordinary General Meeting held on 12 July, 2024.
iv	Kinds of securities offered (i.e. whether share or debenture) and class of security; the total numbers of shares or other securities to be issued	Issue & Allotment upto 35,00,000 Warrants convertible into equity shares
v	Price at which security is being offered including the premium, if any, along with justification of the price	<p>Rs.122/- (Rupees One Hundred Twenty Two Only) per warrant.</p> <p>The issue of warrants on preferential basis to the Proposed Allottees / investors who are Promoter and other entities belonging to Non-Promoter Category will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.</p> <p>The equity shares of Company are listed and frequently traded on the BSE Limited and the National Stock Exchange of India Limited in accordance with SEBI (ICDR) Regulations, 2018</p> <p>For the purpose of computation of the issue price per warrant, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 10 trading days prior to the Relevant Date has been considered.</p> <p>The provisions in Chapter V of the SEBI (ICDR) Regulations prescribe the minimum price at which the Preferential Issue may be made. As per the computation, the minimum specified price as determined in accordance with the SEBI (ICDR) Regulations 2018 is Rs. 119.41 (Rupees One Hundred Nineteen and paise Forty One only) per warrant and the price at which the Preferential Issue is being made is Rs.122.00 (Rupees One Hundred Twenty Two only) per warrant which has been higher than the minimum specified price per warrant computed, in accordance with Regulation 164 of the SEBI (ICDR) Regulations.</p>

vi	Name and address of the valuer who performed valuation of the security offered and basis on which price has been arrived at along with report of the registered valuer	<p>Sundae Capital Advisors Private Limited (IBBI Regn. No IBBI/RV-E/03/2021/136), having office at 1177, 11th Floor, VEGAS, Plot No. 6, Sector-14 (North), Dwarka City Centre, New Delhi - 110 075</p> <p>An extract of the report by Sundae Capital Advisors Private Limited is reproduced below:</p> <p>Lords Chloro Alkali Limited is listed on the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”).</p> <p>The relevant recognized Stock exchange in terms of Explanation to Regulation 164(5) of Chapter IV of SEBI ICDR Regulations is National Stock Exchange of India Limited (“NSE”) as NSE has recorded highest trading volume in respect of equity shares of the Company during the preceding 10 trading days prior to the relevant date.</p> <p>The Valuer has considered market price on NSE to compute the Applicable Minimum Price based on the regulations 164(1) of the SEBI ICDR regulations.</p> <p>Applicable Minimum Price is higher of the price computed under A or B, is summarized as under:</p> <table border="1" data-bbox="628 1057 1376 1499"> <tr> <td>Relevant Date</td> <td colspan="2">Wednesday, 12 June, 2024</td> </tr> <tr> <td>Relevant Exchange</td> <td colspan="2">National Stock Exchange of India Limited (NSE)</td> </tr> <tr> <td>S. No.</td> <td>Particulars</td> <td>Price INR</td> </tr> <tr> <td>A</td> <td>Average of 90 trading days volume weighted average price (“VWAP”) preceding the relevant date</td> <td>116.86</td> </tr> <tr> <td>B</td> <td>Average of 10 trading days volume weighted average price (“VWAP”) preceding the relevant date</td> <td>119.41</td> </tr> </table> <p>However, the Board has proposed to issue warrants at INR 122/- per warrant.</p>	Relevant Date	Wednesday, 12 June, 2024		Relevant Exchange	National Stock Exchange of India Limited (NSE)		S. No.	Particulars	Price INR	A	Average of 90 trading days volume weighted average price (“VWAP”) preceding the relevant date	116.86	B	Average of 10 trading days volume weighted average price (“VWAP”) preceding the relevant date	119.41
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vii	Relevant date with reference to which the price has been arrived at	12 June, 2024															
viii	The class or classes of persons to whom the allotment is proposed to be made;	Promoter and other entities belonging to Non-Promoter Category															
ix	Intention of promoters, directors or key	Mr. Madhav Dhir- Promoter & Whole Time Director, Ms. Srishti Dhir- Promoter & Non-Executive Non-Independent															



	managerial personnel to subscribe the offer	Director, Mrs. Maneesha Dhir- Promoter, Mrs. Snigdha Dhir-Promoter Group and Mr. Ajay Virmani-Managing Director of the Company are intended to subscribe to the proposed preferential issue.																																																																
X	The proposed time within which the allotment shall be completed	Allotment shall be made within 15 days from the date of approval of Special Resolution for issuing warrants by the members of the Company in Extra-Ordinary General Meeting of the Company; or Within 15 days from the date of receiving of In-principle Approval received from BSE Limited and National Stock Exchange of India Limited, Whichever is later.																																																																
xi	The names of the proposed allottees and the percentage of post private placement capital that may be held by them	<table border="1"> <thead> <tr> <th rowspan="2">S. No.</th> <th rowspan="2">Name of proposed Allottees</th> <th colspan="2">Pre – preferential shareholding</th> <th colspan="2">Post preferential shareholding</th> </tr> <tr> <th>No. of shares</th> <th>% of holding</th> <th>No. of shares</th> <th>% of holding</th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;">A. Promoter and Promoter Group</td> </tr> <tr> <td>1.</td> <td>Maneesha Dhir</td> <td>10,20,000</td> <td>4.06%</td> <td>19,20,000</td> <td>6.70%</td> </tr> <tr> <td>2.</td> <td>Srishti Dhir</td> <td>40,85,694</td> <td>16.24%</td> <td>45,35,694</td> <td>15.83%</td> </tr> <tr> <td>3.</td> <td>Madhav Dhir</td> <td>86,93,442</td> <td>34.56%</td> <td>95,93,442</td> <td>33.48%</td> </tr> <tr> <td>4.</td> <td>Snigdha Dhir</td> <td>NIL</td> <td>0.00%</td> <td>4,50,000</td> <td>1.57%</td> </tr> <tr> <td colspan="6" style="text-align: center;">B. Non-Promoter Group</td> </tr> <tr> <td>5.</td> <td>My Money Credits Private Limited</td> <td>NIL</td> <td>0.00%</td> <td>2,00,000</td> <td>0.70%</td> </tr> <tr> <td>6.</td> <td>Mehak Infracon Private Limited</td> <td>186,986</td> <td>0.74%</td> <td>6,36,986</td> <td>2.22%</td> </tr> <tr> <td>7.</td> <td>Ajay Virmani</td> <td>NIL</td> <td>0.00%</td> <td>1,50,000</td> <td>0.52%</td> </tr> </tbody> </table> <p>Note: Post preferential shareholding will be after conversion of warrants into equity shares.</p>	S. No.	Name of proposed Allottees	Pre – preferential shareholding		Post preferential shareholding		No. of shares	% of holding	No. of shares	% of holding	A. Promoter and Promoter Group						1.	Maneesha Dhir	10,20,000	4.06%	19,20,000	6.70%	2.	Srishti Dhir	40,85,694	16.24%	45,35,694	15.83%	3.	Madhav Dhir	86,93,442	34.56%	95,93,442	33.48%	4.	Snigdha Dhir	NIL	0.00%	4,50,000	1.57%	B. Non-Promoter Group						5.	My Money Credits Private Limited	NIL	0.00%	2,00,000	0.70%	6.	Mehak Infracon Private Limited	186,986	0.74%	6,36,986	2.22%	7.	Ajay Virmani	NIL	0.00%	1,50,000	0.52%
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xii	The change in control, if any, in the company that would occur consequent to the private placement	The proposed allotment of warrant is being made to the Promoter and Non-Promoter Category and will not change in the management or control of the Company.																																																																

xiii	the number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price	The Company has not made any preferential allotment during the current financial year till the date of issue of this offer letter.
xiv	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.
xv	Amount which the Company intends to raise by way of securities	The Company is intended to raise Rs. 42,70,00,000/- (Rupees Forty Two Crores and Seventy Lakhs) by issuing upto 35,00,000 warrants of Rs. 122/- per warrant.
xvi	Terms of raising of securities: Duration, if applicable, rate of dividend or rate of interest, mode of payment and repayment	Each Warrant will be convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten), at a premium of Rs. 112 per share, which may be exercised in one or more tranches during a period of 18 (eighteen) months, commencing from the date of allotment of Warrants. An amount equivalent to 25% of the Warrants issue price shall be payable upfront on the date of the allotment of the Warrants and the balance 75% shall be payable by the Allottee(s) on the exercise of option of conversion of the warrant(s). The number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
xvii	Proposed time schedule for which this Offer Letter is valid	The Offer is valid for 8 days from Wednesday, July 31, 2024 to Wednesday, August 07, 2024. The proposed allottees are required to give their acceptance during the above specified period.
xviii	Purposes and objects of the offer	<ol style="list-style-type: none"> 1. for meeting capital expenditure requirement of the Company 2. for Working capital requirement of the Company 3. for General Corporate Purpose, which includes, without limitation, strategic initiatives, funding growth opportunities, strengthening marketing capabilities and brand building exercises, meeting ongoing general corporate contingencies, fund raising expense and other expenses incurred in ordinary course of business

xix	Contributions being made by the promoters or directors either as part of the offer or separately in furtherance of such objects						
		S. No.	Name of proposed Allottees	Pre – preferential shareholding		Post preferential shareholding	
				No. of shares	% of holding	No. of shares	% of holding
		A. Promoter, Promoter Group and Director					
		1.	Madhav Dhir	86,93,442	34.56%	95,93,442	33.48%
		2.	Maneesha Dhir	10,20,000	4.06%	19,20,000	6.70%
		3.	Srishti Dhir	40,85,694	16.24%	45,35,694	15.83%
		4.	Snigdha Dhir	NIL	0.00%	4,50,000	1.57%
		5.	Ajay Virmani	NIL	0.00%	1,50,000	0.52%
		Rs. 34,77,00,000/-					
xx	Principle terms of assets charged as security, if applicable	N.A.					
xxi	The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations	N.A.					

xxii. The pre issue and post issue shareholding pattern of the company -

Sr. No.	Category	Pre Issue Shareholding		Post Issue Shareholding (Presuming full conversion of Warrants)#	
		No. of equity shares held	% of Shares*	No. of equity shares held	% of Shares**
A	Promoters' holding				
1	Indian				
	Individual	1,37,99,136	54.86%	1,64,99,136	57.58%
	Bodies Corporate	49,81,420	19.80%	49,81,420	17.39%
	Sub Total	1,87,80,556	74.66%	2,14,80,556	74.97%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	1,87,80,556	74.66%	2,14,80,556	74.97%

B	Non-promoters' holding				
1	Institutional investors	10,649	0.04%	10,649	0.04%
2	Non-institutional Investors				
	Private corporate bodies	23,28,211	9.26%	29,78,211	10.39%
	Directors and relatives	-	-	1,50,000	0.52%
	Indian public	36,33,292	14.44%	36,33,292	12.68%
	others [including Non-resident Indians(NRIs)]	4,01,153	1.60%	4,01,153	1.40%
	Sub Total (B)	63,73,305	25.34%	71,73,305	25.03%
	GRAND TOTAL	2,51,53,861	100.00%	2,86,53,861	100.00%

*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹ 25,15,38,610/- (Twenty Five Crore Fifteen Lakh and Thirty Eight Thousand Six Hundred Ten) divided into 2,51,53,861 (Two Crore Fifty One Lakh Fifty Three Thousand Eight Hundred Sixty One) Equity Shares of face value of ₹10/- (Rupees Five Only) each.

**These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 28,65,38,610/- (Twenty Eight Crore Sixty Five Lakh and Thirty Eight Thousand Six Hundred Ten) divided into 2,86,53,861 (Two Crore Eighty Six Lakh Fifty Three Thousand Eight Hundred Sixty One) Equity Shares of face value of ₹10/- (Rupees Five Only) each.

#This holding has been mentioned taking into consideration all the warrants to be issued by the Company (i.e. 35,00,000 Warrants to be allotted in the current preferential issue.)

Note:

1. The Pre Issue Shareholding Pattern is as on June 30, 2024.
2. The Post Issue Shareholding Pattern in the above table has been prepared on the basis that the proposed allottee (s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of convertible warrants of the Company.

3. Mode of payment of subscription-

- Cheque
- Demand Draft

• **Other Banking Channels**

Account Name- LORDS CHLORO ALKALI LTD-WARRANT APP AC

Account No- 50200098872514

IFSC- HDFC0004113

Bank- HDFC Bank Limited

Branch - Defence Colony Market

4. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC.

- i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons

None of the Directors except Mr. Ajay Virmani, Mr. Madhav Dhir and Ms. Srishti Dhir and their relatives and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 1 of the Notice, except to the extent of their Shareholding, if any, in the Company.

- ii. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the issue of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed

There is no litigation or legal action pending or taken by any Ministry or Department of the Government or a Statutory Authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and no direction has been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

- iii. Remuneration of directors (during the current year and last three financial years).

S. No.	Name	Current Year 2024-25 (upto the date of this offer letter)	FY 2023-24	FY 2022-23	FY 2021-22
1.	Ajay Virmani	33,10,000.00	1,32,47,008.00	5,42,60,807.00	3,26,69,207.00
2.	Madhav Dhir	33,00,000.00	1,32,09,000.00	4,90,12,803.00	36,07,000.00
3.	Deepak Mathur	13,50,153.00	50,53,176.00	44,20,520.00	36,63,112.00

- iv. Related party transactions entered during the last three financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided

The Company had not entered into any related party transactions during the last three financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided as per Annexure-2 attached herewith.

- v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark;

During the year 2019-20, 2020 -21, 2021-22, 2022-23 and 2023-24, there were no reservations or qualifications or adverse remarks of auditors.

- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of issue of private placement offer cum application letter in the case of company and all of its subsidiaries, and if there were any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of the private placement offer cum application letter and if so, section-wise details thereof for the company and all of its subsidiaries

An inspection is carried out by the office of Regional Director (North), Ministry of Corporate Affairs under Section 206(5) of the Companies Act, 2013 and the Company had submitted its reply in time. Further no prosecutions have been filed or fines imposed of offence compounded in the last three years immediately preceding the year of the offer letter.

- vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company

There are no acts of material frauds committed against the company in the last three years.

5. FINANCIAL POSITION OF THE COMPANY

a) The capital structure of the company after pre-issue & post-issue is as given below:

i. A. The pre-issue capital structure of our Company is as follows:

	Aggregate Nominal Value (in INR)
A. Authorized Share Capital	
7,50,00,000 equity shares of Rs. 10/- each	75,00,00,000
B. Issued Capital before the Offer	
2,51,58,885 equity shares of Rs. 10/- each	25,15,88,850
C. Subscribed and Paid-Up Capital before the Offer	
2,51,53,861 equity shares of Rs. 10/- each	25,15,38,610
D. Share Premium Account	
Before the offer	20,82,06,000

B. Size of the present offer:

35,00,000 (Thirty-Five Lakhs) Warrants, each convertible into 1 (One) fully paid-up Equity Share of the Company of face value of Rs. 10/- (Rupees Ten), at a premium of Rs. 112 per Equity Share within a period of 18 months from the date of allotment, to be issued at a price of Rs. 122.00 (Rupees One Hundred and Twenty Two only) per warrant.

C. The post-issue capital structure of our Company is as follows:

	Aggregate Nominal Value (in INR)
A. Authorized Share Capital	
7,50,00,000 equity shares of Rs. 10/- each	75,00,00,000
B. Issued Capital after the Offer	
2,86,58,885 equity shares of Rs. 10/- each	28,65,88,850
C. Subscribed and Paid-Up Capital after the Offer	
2,86,53,861 equity shares of Rs. 10/- each	28,65,38,610
D. Share Premium Account	
After the offer	60,02,06,000

Note: Post-issue capital will be after conversion of warrants into equity shares.

ii. The share capital history of our Company is as follows:

Equity Share Capital (Pre-Issue) Allotment (Details of Capitalization):

Hon'ble BIFR (New Delhi) vide its order dt. 30-11-2006 has sanctioned a rehabilitation scheme with relief & concessions for revival of Company. For implementation of Sanctioned Scheme, the Management of the Company had taken over by new promoters namely Dhir Group & their associates and the existing share capital of the Company has been reduced by 90%. After reduction of Capital, the paid up capital of the Company was reduced to 36,53,861 shares.

Date of allotment	Number of Equity Shares Allotted	Face value (in Rs.)	Issue Price (in Rs.)	Nature of Consideration
Residual Shares after the aforesaid reduction	36,53,861	10	10	Cash
24/03/2007	2,00,00,000	10	10	Cash
14/09/2007	15,00,000	10	60	Cash
Total	2,51,53,861	10		

- b) Profits of our Company, before and after making provision for tax, for the three financial years immediately preceding the date of the private placement offer cum application letter:

Detail of Profits of our Company, before and after making provision for tax, for the three financial years immediately preceding the date of the private placement offer cum application letter is attached as Annexure-3 herewith.

- c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid):

Particulars	31.03.2024	31.03.2023	31.03.2022
Dividend declared (per share)	0	0	0
Interest coverage ratio	2.218	68.965	31.338

- d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of private placement offer cum application letter:

A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of private placement offer cum application letter is **attached as Annexure-1 herewith.**

- e) Audited Cash Flow statement for the three years immediately preceding the date of issue of private placement offer cum application letter:

Audited Cash Flow statement for the three years immediately preceding the date of issue of private placement offer cum application letter is **attached as Annexure-4 herewith.**

- f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company:

There were no changes in our accounting policies during the last three financial years and therefore the profits and the reserves of the company remain unchanged.

Annexure-1**Balance Sheet as at 31 March, 2022, 31 March, 2023 and 31 March, 2024****(All amounts in INR Lakhs, unless otherwise stated)**

Particulars		As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS				
(1)	Non-current assets			
	a) Property, plant and equipment	12,876.52	11,683.53	11,830.35
	b) Capital work-in-progress	2,409.24	1,085.43	37.00
	c) Right-of-use assets	630.22	686.84	743.63
	d) Intangible assets under development	6.25	-	-
	e) Intangible assets	-	-	-
	f) Financial assets			
	i) Investments	34.63	27.10	30.88
	ii) Loans	5.90	2.76	0.20
	f) Other non-current assets	1,594.24	1,331.14	606.44
	Total non-current assets	17,557.00	14,816.80	13,248.50
(2)	Current assets			
	a) Inventories	2,183.24	1,255.54	1,519.05
	b) Financial assets			
	i) Trade receivables	2,570.34	1,222.13	1,433.95
	ii) Cash and cash equivalents	23.16	15.43	2,110.64
	iii) Bank balances other than cash & cash equivalents	3,361.82	6,096.00	1,000.00
	iv) Loans	12.54	6.08	42.06
	c) Current tax assets (net)	46.54	-	-
	d) Other current assets	480.64	354.48	660.33
	Total current assets	8,678.28	8,949.66	6,766.03
	TOTAL ASSETS	26,235.28	23,766.46	20,014.53

EQUITY AND LIABILITIES					
Equity					
	a)	Equity share capital	2,515.39	2,515.39	2,515.39
	b)	Other equity	13,933.18	14,413.79	9,104.74
Total Equity			16,448.57	16,929.17	11,620.13
Liabilities					
(1)	Non-current liabilities				
	a)	Financial liabilities			
		i) Borrowings	2,477.48	646.44	3,025.92
		ii) Lease liabilities	569.82	605.70	651.19
	b)	Provisions	167.40	169.12	167.61
	c)	Deferred tax liabilities (net)	1,517.18	1,883.64	1,114.85
	d)	Other non-current liabilities	1,726.64	926.64	957.44
Total non-current liabilities			6,458.52	4,231.54	5,917.01
(2)	Current liabilities				
	a)	Financial liabilities			
		i) Borrowings	1,207.09	950.08	451.76
		ii) Trade payables			
		-total outstanding dues to micro and small enterprises	247.02	-	-
		-total outstanding dues to creditors other than micro and small enterprises	637.64	108.33	89.43
		iii) Lease liabilities	56.91	45.49	23.71
		iv) Other financial liabilities	142.04	91.42	252.71
	b)	Other current liabilities	737.79	1,163.38	1,447.57
	c)	Provisions	299.71	246.54	178.03
	d)	Current tax Liabilities (net)	-	0.50	34.19
Total current liabilities			3,328.19	2,605.74	2,477.39
Total liabilities			9,786.71	6,837.29	8,394.40
TOTAL EQUITY AND LIABILITIES			26,235.28	23,766.46	20,014.53

**Statement of profit and loss for the Year ended 31st March, 2022, 31st March 2023
and 31st March 2024**

(All amounts in INR Lakhs, unless otherwise stated)

	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
I	Revenue			
	Revenue from operations	22,111.36	29,505.18	24,008.27
	Other income	292.54	144.24	252.44
	Total revenue	22,403.90	29,649.42	24,260.71
II	Expenses			
	Cost of materials consumed	5,359.36	4,401.06	3,445.95
	Purchases of stock-in-trade	-	-	5.51
	Changes in inventories of finished goods and work-in- progress	(206.59)	277.89	591.98
	Employee benefit expenses	1,631.14	2,097.17	1,307.43
	Finance costs	210.97	240.92	477.15
	Depreciation and amortization expense	899.95	807.79	726.35
	Power and fuel charges	13,606.47	12,531.67	11,449.39
	Other expenses	1,642.94	1,821.92	1,605.26
	Total expenses	23,144.24	22,178.42	19,609.02
	Profit/(Loss) before exceptional items and tax	740.34	7,471.00	4,651.69
	Exceptional items	-	-	-
III	Profit/(Loss) before tax	740.34	7,471.00	4,651.69



IV	Tax expense				
		Current tax	-	1,353.70	814.10
		Deferred tax charge/(credit)	(366.08)	773.90	609.21
		Earlier year tax adjustment (net)	105.25	21.11	-
	Total tax expense		(260.83)	2,148.70	1,423.31
V	Profit/(Loss) for the year		(479.51)	5,322.29	3,228.39
	Profit/(loss) after tax from discontinued operations		-		
	Profit/(loss) for the period		(479.51)	5,322.29	3,228.39
VI	Other comprehensive income				
		Items that will not be reclassified to profit or loss			
		-Remeasurement of post employment benefit obligations	(1.49)	(18.34)	6.79
		-Income tax relating to items that will not be reclassified to profit & loss	0.39	5.10	-1.89
	Total Other Comprehensive (loss)/Income		-1.10	-13.24	4.90
VII	Total comprehensive income for the year		(480.61)	5,309.05	3,233.29
VIII	Earnings per equity share (Rs 10 per share):				
	(1)	Basic	(1.91)	21.16	12.83
	(2)	Diluted	(1.91)	21.16	12.83

ANNEXURE-2

Related Party Transactions for Financial Years 2022-23 & 2023-24

The following transactions were carried out during the year with related parties in the ordinary course of business:-

Particulars	Year	Key managerial personnel (KMP)	Entities in which KMP/Relatives of KMP can exercise significant influence
Remuneration	31 March 2024	356.53	-
	31 March 2023	1,111.94	-
Director Sitting Fee	31 March 2024	3.95	-
	31 March 2023	2.25	-
Sales of goods	31 March 2024	-	372.88
	31 March 2023	-	442.00
Loan repaid	31 March 2024	-	-
	31 March 2023	-	988.00
Membership Fee	31 March 2024	-	3.01
	31 March 2023	-	-
Professional Fee	31 March 2024	-	15.00
	31 March 2023	-	9.64
Interest expense	31 March 2024	-	5.66
	31 March 2023	-	18.27

Closing balance with related parties in the ordinary course of business:-

Loan taken	31 March 2024	-	61.00
	31 March 2023	-	-
Trade receivable	31 March 2024	-	34.97
	31 March 2023	-	(4.41)
Remuneration Payable	31 March 2024	19.38	-
	31 March 2023	168.92	-
Interest Payable	31 March 2024	-	17.23
	31 March 2023	-	-
Professional Fee Payable	31 March 2024	-	1.13
	31 March 2023	-	1.13



Related Party Transactions for Financial Years 2021-22 & 2022-23

The following transactions were carried out during the year with related parties in the ordinary course of business:-

Particulars	Year	Key managerial personnel (KMP)	Entities in which KMP/Relatives of KMP can exercise significant influence
Remuneration	31 March 2023	1,111.94	-
	31 March 2022	430.38	-
Director Sitting Fee	31 March 2023	2.25	-
	31 March 2022	-	-
Sales of goods	31 March 2023	-	442.00
	31 March 2022	-	799.51
Purchase of goods	31 March 2023	-	-
	31 March 2022	-	-
Loan taken	31 March 2023	-	-
	31 March 2022	-	1,735.00
Loan repaid	31 March 2023	-	988.00
	31 March 2022	972.34	2,779.80
Interest expense	31 March 2023	-	18.27
	31 March 2022	-	187.33
Professional Fee	31 March 2023	-	9.64
	31 March 2022	-	-

Closing balance with related parties in the ordinary course of business:-

Loan taken	31 March 2023	-	-
	31 March 2022	-	988.00
Trade receivable	31 March 2023	-	(4.41)
	31 March 2022	-	26.41
Remuneration Payable	31 March 2023	168.92	-
	31 March 2022	129.02	-
Interest Payable	31 March 2023	-	-
	31 March 2022	-	154.63
Other Receivable	31 March 2023	-	-
	31 March 2022	-	1.26
Professional Fee Payable	31 March 2023	-	1.13
	31 March 2022	-	-

ANNEXURE-3

Detail of Profits of our Company, before and after making provision for tax, for the three financial years immediately preceding the date of the private placement offer cum application letter

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit/(Loss) before tax		(740.34)	7,471.00	4,651.69
Tax expense				
	Current tax	-	1,353.70	814.10
	Deferred tax charge/(credit)	(366.08)	773.90	609.21
	Earlier year tax adjustment (net)	105.25	21.11	
Total tax expense		(260.83)	2,148.70	1,423.31
Profit/(Loss) for the year for continued operations		(479.51)	5,322.29	3,228.39

Audited Cash Flow statement for the three years immediately preceding the date of issue of private placement offer cum application letter

	Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
A.	Cash Flow from Operating activities			
	Profit/ (Loss) before tax	(740.34)	7,471.00	4651.69
	Adjustments for: -			
	Depreciation and amortisation	899.95	807.79	726.35
	Finance cost	210.97	240.92	477.15
	Dividend income & Interest on Income Tax	(0.16)	(0.14)	(9.27)
	Notional Interest Income on security deposit as per Ind As	(0.99)	(0.27)	(0.35)
	Notional (Gain)/Loss arising on financial assets measured at FVTPL	(7.52)	3.78	(11.70)
	Notional interest paid on Lease rent as per Ind AS	55.46		
	Balance written off/(back)	-	27.70	51.60
	Interest income classified as investing cash flows	(236.73)	(141.68)	(12.68)
	(Gain)/ Loss on disposal of property, plant and equipment (net)	4.80	9.11	(154.44)
	Insurance Claim			(52.22)
	Operating profit before working capital changes	185.44	8,418.21	5,666.13
	Movement in working capital			
	Movement in trade receivables	(1,348.21)	211.82	697.54
	Movement in inventories	(927.71)	263.51	649.11
	Movement in trade payables	776.32	18.90	(59.56)
	Movement in loans current & non current (asset)	(56.14)	33.42	7.95
	Movement in other current and non current asset	(389.26)	(446.54)	23.59
	Movement in provisions	49.96	51.68	37.96
	Movement in other current and non current liabilities	375.39	(315.34)	499.57

	Cash generated from operations	(1,334.21)	8,235.66	7522.28
	Income taxes paid (net of refund)	(105.75)	(1,361.97)	(780.79)
	Net cash flow /(used in) from operating activities (A)	(1,439.96)	6,873.69	6,741.49
B.	Cash flow from investing activities			
	Payment for procurement of property, plant & equipment including Capital advances & capital work-in-progress	(3,384.07)	(1,722.90)	(965.57)
	Proceeds on disposal of property, plant and equipment	12.88	66.43	252.71
	Payment for margin money and bank deposits			
	Dividend Income	0.16	0.14	9.27
	Interest received	236.73	141.68	12.68
	Change In Investment	-	3.78	11.70
	Insurance Claim received	-	-	52.22
	Net cash flow /(used in) investing activities (B)	(3,134.30)	(1,510.88)	(626.99)
C.	Cash flow from financing activities*			
	Proceeds from long term borrowings	2,200.00	131.02	3,082.10
	Repayment of long term borrowings	(583.24)	(2,402.26)	(4,215.07)
	Proceeds from short term borrowings	471.30	390.08	
	Repayment of short term borrowings	-	-	(1,449.52)
	Repayment of principal & Interest portion of lease liabilities	(79.91)	(78.64)	(78.64)
	Finance cost paid	(210.97)	(240.92)	(362.48)
	Movement in Other Financial liabilities	50.62	(161.29)	-
	Net cash flow /(used in) financing activities (C)	1,847.80	(2,362.02)	(3,023.61)
	Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(2,726.46)	3,000.79	3,090.89
	Cash and cash equivalents as at the beginning of the year	6,111.43	3,110.64	19.75
	Cash and cash equivalents as at the end of the year	3,384.98	6,111.43	3,110.64

PART-B

(To be filled by the Applicant)

- (i.) Name:
(ii.) Father's Name:
(iii.) Complete Address including
Flat/House Number, street,
Locality, pin Code:
(iv.) Phone number, if any:
(v.) email Id, if any:
(vi.) PAN Number:
(vii.) Bank Account Details:
(viii) Tick whichever is applicable:
(a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares.
(b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith.

Signature of the Applicant

**Initial of the Officer of the Company designated to keep
the record**

For Lords Chloro Alkali Limited

(Signature)

Date: July 31, 2024

Place: New Delhi


Name: Ajay Virmani
Managing Director
DIN: 00758726

A DECLARATION BY THE DIRECTORS THAT

We hereby declared that:

- (a) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- (b) the compliance with the Companies Act, 2013 and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- (c) the monies received under the Offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter.

I am authorized by the Board of Directors of the Company vide Resolution Number 10 dated 17.06.2024 to sign this form and declare that all the requirements of the companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

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


Ajay Virmani
(Managing Director)
DIN: 00758726

Date: July 31, 2024

Place: New Delhi

Attachments:

- Copy of Board resolution
- Copy of Shareholders resolution
- Application Form



LORDS CHLORO ALKALI LIMITED

CIN NO. : L24117RJ1979PLC002099

Regd office: SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan)

Corp. Off.: A-281, 1st Floor, Defence Colony, New Delhi-110024

Phone: 011-40239034/35, Website: www.lordschloro.com;

E-mail: secretarial@lordschloro.com

SECURITIES APPLICATION FORM

(Private & confidential, not for circulation)

Application Form No.

ISSUE OPEN ON: JULY 31, 2024

To:

Investor

ISSUE CLOSES ON: AUGUST 07, 2024

ISSUE AND ALLOTMENT OF CONVERTIBLE WARRANTS AT ISSUE PRICE OF RS. 122/- PER CONVERTIBLE WARRANTS INCLUDING SHARE PREMIUM OF RS. 112/- PER WARRANTS CONVERTIBLE WITHIN A PERIOD OF 18 (EIGHTEEN) MONTHS FROM THE DATE OF ALLOTMENT OF WARRANTS, TO THE PERSON BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY ON PREFERENTIAL BASIS.

No. of Securities Offered		Date: FOR OFFICE USE ONLY	
No. of Securities Accepted		Date of receipt of application	
Amount Payable (Rs.)		Sl. No.	
Cheque/UTR	Cheque/ UTR No	Date	Amount
DETAIL			
Name of Applicant			
Nominee's Name			
Address			
Email Id			
Phone No./Mobile No.			
PAN			
DP ID Client ID			
Specimen Signature			



Note: The applicant is required to submit the copy of PAN card and certified true copy of Board Resolution (in case of Company) along with Share application form.

Signature

-----**Tear Here**-----

Received from Mr./Ms./M/s _____
an application Form on _____ (date) for allotment of _____
convertible warrants at an issue price of Rs.122/- per convertible warrants.

Man V.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 230TH MEETING OF BOARD OF DIRECTORS OF LORDS CHLORO ALKALI LIMITED HELD ON MONDAY, 17TH DAY OF JUNE, 2024 AT 05:00 P.M. AND CONCLUDED AT 08:45 P.M. AT CORPORATE OFFICE OF THE COMPANY AT A-281, FIRST FLOOR, DEFENCE COLONY, NEW DELHI – 110024

TO CONSIDER AND APPROVE THE ISSUE OF 35,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE

“RESOLVED THAT pursuant to the provisions of Sections 23, 42,62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the "Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time-to-time, Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time-to-time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") (hereinafter collectively referred to as "Applicable Regulatory Authorities") to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to the approval of shareholders and to such conditions and modifications as may be imposed or prescribed by any of them while granting such approval(s), consent(s) and permission(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Board of Directors of the Company be and is hereby accorded to create, issue, offer and allot from time-to-time upto 35,00,000 (Thirty Five Lakhs) Warrants, in one or more tranches, where each Warrant shall be convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten) at a premium of Rs. 112/- per share ("Warrants") at a price of Rs. 122/- (Rupees One Hundred Twenty Two Only) per warrant ("Warrants Issue Price"), being the price not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 42,70,00,000/- (Rupees Forty Two Crores Seventy Lakhs Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following allottees (hereinafter referred to as "Proposed Allottees"), by way of a preferential issue, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:



Sr. No.	Name of the person/entity	Category (Promoter/Non-Promoter)	Maximum Number of Warrants to be issued	Total Amount (Round off)
1.	Ms. Maneesha Dhir	Promoter	9,00,000	10,98,00,000/-
2.	Ms. Srishti Dhir	Promoter	4,50,000	5,49,00,000/-
3.	Mr. Madhav Dhir	Promoter	9,00,000	10,98,00,000/-
4.	Ms. Snigdha Dhir	Promoter Group	4,50,000	5,49,00,000/-
5.	Mr. Ajay Virmani	Non-Promoter	1,50,000	1,83,00,000/-
6.	M/s Mehak Infracon Private Limited	Non-Promoter	4,50,000	5,49,00,000/-
7.	M/s My Money Credits Private Limited	Non-Promoter	2,00,000	2,44,00,000/-
	Total		35,00,000	42,70,00,000/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the “**Relevant Date**” for determining the minimum price for issue and allotment of Warrants shall be Wednesday, June 12, 2024, being the date, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. Friday, July 12, 2024.

RESOLVED FURTHER THAT the Preferential Issue of Warrants to the Proposed Allottees and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- the entire Pre-preferential shareholding of the Proposed Allottees shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- the Proposed Allottees shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant and can be exercised any time within a period of 18 months from the date of issue of such Warrants, in one or more tranches;
- the minimum amount equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of allotment of each Warrant (“Warrants Subscription Amount”);
- the Warrant holder will be required to make further payment equivalent to 75% (seventy five percent) of the Warrants Issue Price on or before the exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equal number of equity share(s) of the Company (“Warrants Exercise Amount”) within a period of 18 (Eighteen) months from allotment of warrants;



- e) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company for their issuance and allotment, provided that where the issue and allotment of said Warrants is pending/subject to receipt of any approval or permission from any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time-to-time;
- f) the price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments, wherever required, as permitted under the rules, regulations and laws, as applicable from time-to-time;
- g) the equity shares to be issued and allotted upon conversion of the Warrants shall be listed, and traded (subject to applicable regulations) on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions or approvals as the case may be and subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- h) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form, fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof;
- i) the Warrants shall not carry any rights (including any dividend or voting rights) until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- j) the conversion right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted;
- k) in the event that, a Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid on each of the said outstanding Warrants Exercise Price shall be forfeited by the Company and all the rights attached to the said Warrants shall lapse automatically;
- l) upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants and payment of Warrant Exercise Amount to the Company;
- m) the Warrants and Equity Shares allotted post exercise of conversion of Warrants shall remain locked-in for such period as specified under SEBI ICDR Regulations;
- n) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the complete record of Proposed Allottees be recorded in Form PAS 5 for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees pursuant to this private placement through preferential basis shall come from the respective bank account of the Proposed Allottees and be kept by the Company in a separate bank account and such account be opened by the Company.

RESOLVED FURTHER THAT any Director of the Company and the Key Managerial Personnel be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as they, in their absolute discretion, deem necessary or desirable for such purpose, without



being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary contracts/ arrangements/ agreements/ documents/form filings/ applications to give effect the above resolution, including to make application(s) to Applicable Regulatory Authorities, like application(s) to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Director of the Company and the Key Managerial Personnel be and are hereby severally authorized to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned.”

//CERTIFIED TRUE COPY//

For Lords Chloro Alkali Limited


Ajay Virmani
(Managing Director)
DIN: 00758726
Address: Raheja Atlantis, Sector-21
Gurugram, Haryana-122002



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE 01/2024-25 EXTRA-ORDINARY GENERAL MEETING OF LORDS CHLORO ALKALI LIMITED HELD ON FRIDAY, JULY 12, 2024 AT 11:00 A.M. AND CONCLUDED AT 11:55 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SP-460, MATSYA INDUSTRIAL AREA, ALWAR, RAJASTHAN – 301030

ISSUE OF UPTO 35,00,000 WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER AND OTHER ENTITIES BELONGING TO NON-PROMOTER CATEGORY

“RESOLVED THAT pursuant to the provisions of Sections 23, 42,62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time-to-time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time-to-time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) (hereinafter collectively referred to as “Applicable Regulatory Authorities”) to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approval(s), consent(s) and permission(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot from time-to-time upto 35,00,000 (Thirty-Five Lakhs) Warrants, in one or more tranches, where each Warrant shall be convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten) each (“Warrants”) at a premium of Rs. 112 per Equity Shares aggregate at a price of Rs. 122.00 (Rupees One Hundred and Twenty-Two only) per warrant (“Warrants Issue Price”), being the price not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations at Rs. 119.41 (Rupees One Hundred and Nineteen Rupees and Forty-One Paise only), aggregating to Rs. 42,70,00,000 (Rupees Forty Two Crores and Seventy Lakhs only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following allottees (hereinafter referred to as “Proposed Allottees”), by way of a preferential issue, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:



Sr. No.	Name of the person/entity	Category (Promoter/Promoter Group/Non-Promoter)	Maximum Number of Warrants to be issued	Total Amount (in Rs.)
1.	Madhav Dhir	Promoter	9,00,000	10,98,00,000.00
2.	Maneesha Dhir	Promoter	9,00,000	10,98,00,000.00
3.	Srishti Dhir	Promoter	4,50,000	5,49,00,000.00
4.	Snigdha Dhir	Promoter Group	4,50,000	5,49,00,000.00
5.	My Money Credits Private Limited	Non-Promoter	2,00,000	2,44,00,000.00
6.	Mehak Infracon Private Limited	Non-Promoter	4,50,000	5,49,00,000.00
7.	Ajay Virmani	Non-Promoter	1,50,000	1,83,00,000.00
	Total		35,00,000	42,70,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the “**Relevant Date**” for determining the minimum price for issue and allotment of Warrants shall be Wednesday, June 12, 2024, being the date, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. Friday, July 12, 2024.

RESOLVED FURTHER THAT the Preferential Issue of Warrants to the Proposed Allottees and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- the entire Pre-preferential shareholding of the Proposed Allottees shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- the Proposed Allottees shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity shares of face value of Rs. 10 each against each Warrant and can be exercised any time within a period of 18 months from the date of issue of such Warrants, in one or more tranches;
- the minimum amount equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (“Warrants Subscription Amount”);
- the Warrant holders will be required to make further payment equivalent to 75% (seventy five percent) of the Warrants Issue Price on or before the exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (“Warrants Exercise Amount”) within a period of 18 (Eighteen) months from allotment of warrants;
- the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company for their issuance and allotment, provided that where the issue and allotment of said Warrants is pending/subject to receipt of any approval or permission from any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time-to-time;

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- f) the price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments, wherever required, as permitted under the rules, regulations and laws, as applicable from time-to-time;
- g) the equity shares to be issued and allotted upon conversion of the Warrants shall be listed and traded (subject to applicable regulations) on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions or approvals as the case may be and subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- h) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form, fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof;
- i) the Warrants shall not carry any rights (including any dividend or voting rights) except the right for conversion into equivalent number of equity shares (of Rs. 10 /-each) of the Company until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- j) the conversion right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted;
- k) in the event that, a Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid on each of the said outstanding Warrants Exercise Price shall be forfeited by the Company and all the rights attached to the said Warrants shall lapse automatically;
- l) upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants and payment of Warrant Exercise Amount to the Company;
- m) the Warrants and Equity Shares allotted post exercise of Warrants shall remain locked-in for such period as specified under SEBI ICDR Regulations;
- n) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the complete record of Proposed Allottees be recorded in Form PAS 5 for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees pursuant to this private placement through preferential basis shall come from the respective bank account of the Proposed Allottees and be kept by the Company in a separate bank account and such account be opened by the Company.

RESOLVED FURTHER THAT the Board and the Key Managerial Personnel be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as they, in their absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants, and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants into equity shares, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary contracts/ arrangements/ agreements/ documents/form filings/ applications etc. to give effect the above resolution, including to

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make application(s) to Applicable Regulatory Authorities, like application(s) to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);

- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), or Authorized Signatory(ies) in order to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned.”

//CERTIFIED TRUE COPY//

For Lords Chloro Alkali Limited


Ajay Virmani
(Managing Director)

DIN: 00758726

Address: Raheja Atlantis, Sector-21
Gurugram, Haryana-122002



CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT OF SPECIAL RESOLUTION PASSED IN THE 01/2024-25 EXTRA-ORDINARY GENERAL MEETING OF LORDS CHLORO ALKALI LIMITED HELD ON FRIDAY, JULY 12, 2024 AT 11:00 A.M. AND CONCLUDED AT 11:55 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SP-460, MATSYA INDUSTRIAL AREA, ALWAR, RAJASTHAN – 301030

ITEM NO 1:

The Board of Directors at their meeting held on June 17, 2024, considered and approved the proposal for raising funds aggregating upto Rs. 42,70,00,000 (Rupees Forty-Two Crore and Seventy Lakhs only) by way of issuance of 35,00,000 (Thirty-Five Lakhs) Warrants at a price of Rs. 122.00 per warrant by way of preferential issue on Private Placement basis, subject to approval of Members of the Company by way of Special Resolution, inter-alia, in terms of Sections 23, 42 and 62 of the Companies Act, 2013 and the applicable rules, regulations and notifications thereunder (“Act”) as well as SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) to the Proposed Allottees as indicated in the above resolution.

The information as required under SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

- Date of passing of Board resolution for approving preferential issue:** June 17, 2024.
- Objects of the Preferential Issue:**

The Company intends to utilize the proceeds of the proposed preferential issue on private placement basis towards the following objects:

Sr. No.	Objects	Estimated amount to be utilized for each of the Objects* (Rs. in Crores)	Percentage of the Proceeds being utilized	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	For meeting capital expenditure requirement of the Company	22.70	53.16%	Total money shall be utilised within 12 months from the date of exercise of warrants
2	Working capital requirement of the Company	10.00	23.42%	
3	General Corporate Purpose, which includes, without limitation, strategic initiatives, funding growth opportunities, strengthening marketing capabilities and brand building exercises, meeting ongoing general corporate contingencies, fund raising expense and other expenses incurred in ordinary course of business	10.00	23.42%	
	Total	42.70	100.00%	

* considering 100% conversion of Warrants into equity shares within the stipulated time.

While the amounts proposed to be utilized against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws. However, the amount stated for the general corporate purposes, shall not exceed Rs. 10.68 Crores (approx.) i.e., 25% of proceeds from the Preferential Issue.

Further, pending the utilization of the funds, our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

3. Particulars of the offer including maximum number of specified securities to be issued:

Issue and allotment of upto 35,00,000 (Thirty-Five Lakhs) Warrants to the Proposed Allottees at a price of Rs. 122/- (Rupees One Hundred And Twenty Two Only), each ("Warrants Issue Price") aggregating upto Rs. 42,70,00,000 (Rupees Forty-Two Crore and Seventy Lakhs only), payable in cash. Each warrant is convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each of face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 112/- (Rupees One Hundred and Twelve Only) per share. The Warrant Issue Price shall not be less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

4. Amount which the company intends to raise by way of such securities:

Amount aggregating to Rs. 42,70,00,000 (Rupees Forty-Two Crore and Seventy Lakhs only).

5. The price or price band at/within which the allotment is proposed:

The Warrants are proposed to be issued to the Proposed Allottees at an issue price of Rs. 122.00 (Rupees One Hundred and Twenty-Two only) per Warrant, such price being not less than the minimum price, as on the 'Relevant Date', as determined in accordance with the provisions of Chapter V of the ICDR Regulations.

6. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The issue price has been determined based of the provisions of Regulation 164 of the SEBI ICDR Regulations and other applicable statutory provisions and the rules made thereunder. The Equity Shares of the Company are frequently traded on the stock exchanges, as the proposed allotment is more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees



acting in concert, hence, Regulation 166A of SEBI ICDR Regulations is applicable, however there is no change in control of the Company.

The minimum floor price (rounded off the next integer) as calculated in accordance with Regulation 164(1) of the SEBI ICDR Regulations, is considered as the issue price for the purpose of issuance of Warrants covered under this notice.

Relevant Date

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Wednesday, June 12, 2024, i.e., 30 (thirty) days prior to the date of this EGM.

Whether frequently traded or not

The equity shares of the Company are listed on both NSE and BSE and frequently traded on both the exchanges in accordance with SEBI ICDR Regulations, with higher trading volume on NSE.

Floor Price

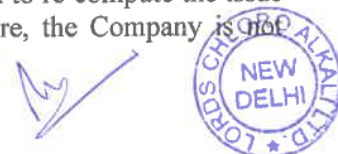
As per the provisions of the SEBI ICDR Regulations, the floor price at which the warrants convertible into equal number of equity shares can be issued is Rs. 122.00 per warrant as per the pricing formula prescribed in SEBI ICDR Regulations. The Warrants will be issued at a price of Rs. 122.00 per Warrant, which is more than the higher of the following:

- a) the 90 trading days' volume weighted average price of the Company's equity shares quoted on the Stock Exchange preceding the Relevant Date; i.e. Rs. 116.86 per warrant or
- b) the 10 trading days' volume weighted average price of the Company's equity shares quoted on the Stock Exchange preceding the Relevant Date i.e. Rs. 119.41 per warrant or
- c) Floor price determined in accordance with the provisions of the articles of association of the Company. Article 13(1)(c) of the Articles of Association of the Company provide for obtaining a valuation report from a Registered Valuer, however, does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The Company has obtained a Valuation Report dated June 17, 2024 issued by Sundae Capital Advisors Private Limited (IBBI Regn. No IBBI/RV-E/03/2021/136), having office at 1177, 11th Floor, VEGAS, Plot No. 6, Sector-14 (North), Dwarka City Centre, New Delhi - 110 075, that certified the floor price of Rs. 119.41 (Rupees One Hundred and Nineteen Rupees and Forty-One Paise only) ("Valuation Report")

Further, the proposed preferential issue on private placement basis may result in allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Sundae Capital Advisors Private Limited, Registered Valuer (IBBI Regn. No IBBI/RV-E/03/2021/136) i.e., Rs. 119.41 (Rupees One Hundred and Nineteen Rupees and Forty-One Paise only) ("Valuation Report"). The said report is available on the website of the Company at <https://www.lordschloro.com/investor-information.html> for inspection by the Members and the same may be accessed on the Company's website at the link <https://www.lordschloro.com/investor-information.html>.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not



required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

The Members may note that a certificate has been obtained from V D JAIN & Co., Practicing Chartered Accountants having office at 401, Amba Towers, DC Chowk, Sector 9, Rohini, Delhi – 110085 certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation and the same shall be available for inspection by the Members and may be accessed on the Company's website at the link <https://www.lordschloro.com/investor-information.html> .

7. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for determining the issue price of the Warrants shall be Wednesday, June 12, 2024, being the date which is 30 days prior to the date specified by the Company for the EGM.

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoters/Promoter Group of the Company and Public Category in terms with the provisions of SEBI ICDR Regulations.

9. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Offer:

Mr. Madhav Dhir, Promoter and Whole-time Director, Ms Maneesha Dhir, Promoter, Ms Srishti Dhir, Promoter and Director, Ms. Snigdha Dhir, member of Promoter Group; and Mr. Ajay Virmani, Managing Director in Non- Promoter Group intends to participate and subscribe for 28,50,000 Warrants in the preferential offer.

Except for the above, none of the Directors, Promoters, Key Managerial Personnel or Senior Management intend to subscribe to the convertible Warrants in the proposed preferential issue.

10. The proposed time frame within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

The Warrants may be exercised by the Proposed Allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.



11. Details (including class/category) of the Proposed Allottee and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

S.No.	Proposed Allottees	Category	Natural person who are / is the ultimate beneficial owners / who control the proposed allottees	No. of Warrants to be allotted	Pre-Issue Shareholding (as on Relevant Date)		Post Issue shareholding pattern (on fully diluted basis) *	
					No. of shares held	%	No. of shares held	%
1	Madhav Dhir	Promoter	Individual	9,00,000	86,93,442	34.56	95,93,442	33.48
2	Maneesha Dhir	Promoter	Individual	9,00,000	10,20,000	4.06	19,20,000	6.70
3	Srishti Dhir	Promoter	Individual	4,50,000	40,85,694	16.24	45,35,694	15.83
4	Snigdha Dhir	Promoter Group	Individual	4,50,000	NIL	0.00	4,50,000	1.57
5	My Money Credits Private Limited	Non-Promoter	Indian Company [^]	2,00,000	NIL	0.00	2,00,000	0.70
6	Mehak Infracon Private Limited	Non-Promoter	Indian Company [#]	4,50,000	1,86,986	0.74	6,36,986	2.22
7	Ajay Virmani	Non-Promoter	Individual	1,50,000	NIL	0.00	1,50,000	0.52
Total				35,00,000				

[^]My Money Credits Private Limited is incorporated under Companies Act, 2013. Mr. Govind Narain Seth and Mr. Sanjai Seth are the ultimate beneficial owners of the Company, by way of their direct and indirect holdings.

[#]Mehak Infracon Private Limited is incorporated under Companies Act, 2013: Ms. Anju Batra, is the ultimate beneficial owner of the Company, by way of their direct and indirect holdings.

*Note: The table shows the expected shareholding pattern of the Company upon assumption that entire Warrants issued will be converted into Equity shares of the Company and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.

12. The change in control, if any, in the company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue, except to the extent of respective change in the shareholding of the Proposed Allottee(s).

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13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

15. The pre-issue and post-issue shareholding pattern of the company or the current and proposed status of allottees post the preferential issue:

The pre-issue and post-issue shareholding pattern (after considering full allotment of Warrants under Item No. 1 of this Notice to be issued on preferential basis), on fully diluted basis, is given below:

Shareholding pattern	Pre-Issue shareholding pattern (on fully diluted basis)		New Issue (Convertible Warrants)	Post Issue shareholding pattern (on fully diluted basis)*	
	No. of shares	%age		No. of shares	%age
A. Promoter & Promoter Group					
Promoters					
Madhav Dhir	86,93,442	34.56	9,00,000	95,93,442	33.48
Maneesha Dhir	10,20,000	4.06	9,00,000	19,20,000	6.70
Srishti Dhir	40,85,694	16.24	4,50,000	45,35,694	15.83
Others	49,81,420	19.80	-	49,81,420	17.39
Promoter Group					
Snigdha Dhir	-	0.00	4,50,000	4,50,000	1.57
Total	1,87,80,556	74.66	27,00,000	2,14,80,556	74.97
Public					
Allottees					
My Money Credits Private Limited	-	0.00	2,00,000	2,00,000	0.70
Mehak Infracon Private Limited	1,86,986	0.74	4,50,000	6,36,986	



Ajay Virmani	-	0.00	1,50,000	1,50,000	0.52
Other Public Shareholders	61,86,319	24.59	-	61,86,319	21.59
Sub-total (B)	63,73,305	25.34	8,00,000	71,73,305	25.03
Total	2,51,53,861	100.00	35,00,000	2,86,53,861	100.00

*Note: The table shows the expected shareholding pattern of the Company upon assumption that entire Warrants issued will be converted into Equity shares of the Company and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.

16. Holding of shares in demat form, non-disposal of shares by the Proposed Allottee(s) and lock-in period of shares

The entire pre-preferential shareholding of the Proposed Allottee(s) in the Company, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such allottee(s) shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants. The shareholder who has sold their shares during the 90 trading days period prior to the Relevant Date shall not be eligible for allotment of Securities on preferential basis.

Lock-in Period:

The Warrants and the resultant equity shares on conversion of the warrants, to be allotted to the Proposed Allottee shall be subject to 'lock-in' and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Warrants to be allotted to the Proposed Allottees will not be listed on any of the Stock Exchange(s), therefore, the Warrants will be locked-in for a period of one year from the date of allotment.



The Equity Shares allotted pursuant to the conversion of Warrants to the Promoter will be locked-in for a period of eighteen months (18) from the date of trading approval for resulting Equity Shares. Further, the Equity shares allotted pursuant to the conversion of Warrants to the Public Category Allottees will be locked-in for a period of six months (6) from the date of trading approval for resulting Equity Shares.

The Proposed Allottees for Warrants have confirmed that the pre-preferential holding is locked-in and further, they have not sold any equity shares of the Company during the 90 trading' days period prior to the Relevant Date. Further, the Proposed Allottees have also undertaken that they will not deal in the Equity Shares of the Company till the allotment of Warrants is completed.

17. Material terms of raising such Securities: The material terms of the proposed preferential issue of Warrants are stipulated in the Special Resolution as set out at Item No. 1 of this Notice.

The other material terms for the Preferential Issue of Warrants to the Proposed Allottees are as follows:

- i. Prior to the Conversion Date, the Warrant holder shall pay the Warrant Exercise Amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, issue and allot equity shares (free and clear of all

encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants, in accordance with applicable laws.

- ii. The Company shall file the certificate from its Statutory Auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- iii. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants.
- iv. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- v. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice.

18. Practicing Company Secretary's Certificate:

The certificate from SSPK & Co., Practicing Company Secretaries, having office at 308, SG Shopping Mall, DC Chowk, Sector-9, Rohini, Delhi-110085, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available to the Members for inspection at the Registered Office of the Company from the date of dispatch of Notice of EGM till July 12, 2024, during office hours, and is also being made available on the website of the Company at <https://www.lordschloro.com/investor-information.html>.

19. Principle terms of assets charged as securities: Not Applicable

20. Undertaking:

- Issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.
- The entire Shareholding of the Proposed Allottee(s) of the Company, is held by them in dematerialized form. Further, the specified securities will be issued in dematerialized form only.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.
- Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- The Company does not have any outstanding dues payable to SEBI, Stock Exchanges or the Depositories.
- The proposed allotment of Warrants will not result in any change in the current and proposed status of the allottee(s) post the preferential issue, namely, promoter or non-promoter.

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- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company.
- The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.
- The Promoter and promoter group will exercise their right to convert their warrants into equity share in such a manner that the holding of the Promoter and promoter group is in compliance with the Minimum Public Shareholding Norms at all times.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company or any Committee formulated thereof, to create, offer, issue and allot convertible Warrants as specifically described in the resolution set out at Item No. 1 of this Notice. The Board of Directors believe that the proposed issue is in the best interest of the Company and Members. The Board, accordingly, recommends Special Resolution as set out in Item No. 1 of the accompanying Notice, for the approval by the Members of the Company.

The resolution and the terms stated therein as also the terms stated in this Explanatory Statement herein above shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board (or any Committee formulated by the Board for this purpose, to whom any power may be delegated by the Board in this regard) shall have the sole and absolute authority to modify the terms hereinabove in case of any subsequent changes in law, without seeking any further approval from the shareholders.

Mr. Madhav Dhir, Promoter and Whole-time Director, Ms. Maneesha Dhir, Promoter, Ms. Srishti Dhir, Promoter and Director, Ms. Snigdha Dhir, member of Promoter Group and Mr. Ajay Virmani, Managing Director intends to participate and subscribe for 28,50,000 Warrants in the preferential issue on private placement basis.

Except these, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

//CERTIFIED TRUE COPY//

For Lords Chloro Alkali Limited


Ajay Virmani
(Managing Director)

DIN: 00758726

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