

Lords Chloro Alkali Limited

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September 29, 2021

To, Corporate Professionals Capital Pvt. Ltd D-38, First Floor, South Extension Part-1, New Delhi - 110049, India

Subject: Recommendations on the Open Offer to the shareholders of Lords Chloro Alkali Limited by Committee of Independent Directors in terms of Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

We, Lords Chloro Alkali Limited (hereinafter referred to as the 'Target Company') are hereby submitting the recommendations of committee of independent directors on the open offer made by **Mr. Madhav Dhir, Ms. Srishti Dhir and Dhir Hotels and Resorts Private Limited** ('Acquirers') to acquire 92,75,000 (Ninety-Two Lacs Seventy Five Thousand). Equity Shares representing 36.87% of the total paid-up equity share capital of the Target Company at a price of INR 47.75/- (Indian Rupees Forty Seven and Seventy Five Paisa only) for each equity share of Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations, 2011').

Kindly take the above information on your records.

For Lords Chloro Alkali Limited

(Company Secretary & Compliance Officer)

LORDS CHLORO ALKALI LIMITED

Registered Office: – 460, Matsya Industrial Area, Alwar, Rajasthan – 301030 Tel. No.: +91-44-2941056 E-mail ID: <u>secretarial@lordschloro.com</u> Website: <u>www.lordschloro.com</u> CIN: L24117RJ1979PLC002099

Recommendations of the Committee of Independent Directors ('IDC') for the Open Offer to the Shareholders of Lords Chloro Alkali Limited (hereinafter referred to as '**the Company**') by Mr. Madhav Dhir, Ms. Srishti Dhir and Dhir Hotels and Resorts Private Limited (hereinafter referred to as '**Acquirers**') under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI (SAST) Regulations, 2011').

1.	Date	September 28, 2021, Tuesday				
2.	Name of the Company	Lords Chloro Alkali Limited				
3.	Details of the Offer pertaining to the Company	Open Offer to acquire upto 92,75,000 Equity Shares representing 36.87% of the Issued, Subscribed and Paid-up Share Capital of the Company from the Equity Shareholders, other than the Acquirer at a price of INR 47.75/- per share				
4.	Name of the Acquirer	 Mr. Madhav Dhir Ms. Srishti Dhir Dhir Hotels and Resorts Private Limited 				
5.	Name of the Manager to the Offer	Corporate Professionals Capital Private Limited				
6.	Members of the Committee of Independent Directors	 Mr. Sandeep Singh– Chairperson Mr. R. S. Makhni– Member Ms. Poonam Bisht– Member Mr. R. P. Chauhan - Member 				
7.	IDC Member's relationship with the Company	The IDC members are Independent Directors of the Company.				
8.	Trading in the Equity shares/other securities of the Company by IDC Members	Except Mr. R. S. Makhni, Independent Director (holds 15,200 equity shares) and Mr. Sandeep Singh, Independent Director (holds 10 equity shares), none of the IDC members hold any shares of the Company and neither have they traded in any equity shares / other securities of the Company during a period of 12 months prior to the date of Public Announcement and since then till date.				
9.	IDC Member's relationship with the Acquirer	The IDC members do not have any relationship with the Acquirers.				
10.	Trading in the Equity shares/other securities of the Acquirer by IDC Members					

11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	Based on the review of the Public Announcement and the Detailed Public Statement issued by the Manager to the Offer on behalf of the Acquirer, IDC believe that the Open Offer is in accordance with SEBI (SAST) Regulations, 2011 and to that extent is fair and reasonable. The shareholders should independently evaluate the offer and take their own informed decision. They are also advised to seek expert tax opinion before taking their decision in this regard.
12.	Summary of reasons for recommendation	The Equity Shares of the Company are not frequently traded within the meaning and definition of 'frequently traded shares' under clause (j) of sub-regulation (1) of Regulation 2 of the SEBI (SAST) Regulations, 2011.This Open Offer is being made voluntarily under the provisions of Regulation 3(2) of SEBI (SAST) Regulations by Acquirers with the intent to consolidate their shareholding to the extent of maximum permissible non-public shareholding by the acquisition of 92,75,000 (Ninety Two Lacs Seventy Five Thousand) Equity Shares representing 36.87% of the Issued, Subscribed and Paid-up Share capital of the Company having face value of INR 10.00/- (Indian Rupees Ten Only) per share at a price of INR 47.75/- (Indian Rupees Forty Seven and Seventy Five Paisa Only) per share. Please note that over a period of three financial year, the Profit after tax of the Target Company was unstable and since it is not a triggered transaction, the Manager to the Offer and Acquirers have considered following parameters to arrive at a fair value of the equity share of the Target Company.Other ParametersAmountVolume weighted average market price of 60 trading days prior to the date of Public AnnouncementINR 34.62Average of the weekly high and low of the rarget Company during the fifty twoINR 34.62

		weeks preceding the					
		date of Public					
ß		Announcement					
		Average of the weekly	INR 35.50				
		high and low of the					
1		volume weighted					
		average price of the					
		Target Company					
		during the twenty six					
		weeks preceding the					
		date of Public					
		Announcement					
		Book Value / Net Asset	INR 34.19				
		Value per share	(as on 30 th June, 2021)				
		himmed and a second	valuation was carried by a				
			ving experience of more than				
			ved at the following fair value				
		of the equity share of the					
		Other Parameters	Based on the				
			unaudited financial				
			data for the quarter				
			ending June 30, 2021				
		Comparable Trading	INR 42.77				
		Multiples Value and					
		Other Valuation					
		Parameters					
		(*) Source: As certified b	y Mr. Manish Kumar Bubna.				
			Associates LLP, Chartered				
	1		at A-3/87, Gurunanak Pura,				
			V3S Mall, Laxmi Nagar, Delhi				
			91-9810904100; Email ID;				
			com vide certificate dated				
		July 28, 2021.					
		Therefore, considering all the parameters and with the					
			with their persons acting in				
		-	shareholding to the extent of				
		maximum permissible non-public shareholding, they					
		-	fer at a price of INR 47.75				
			ven and Seventy Five Paisa				
			ified in terms of the provisions				
		of SEBI (SAST) Regulation					
13.	Details of Independent	None					
	Advisors, if any.						

14.	Any	other	matter(s)	to	be	None			
	highlig	phted							

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Company under the Takeover Code."

> For and on behalf of The Committee of Independent Directors of

Place: Delhi Date: 28.09.2021

Sander Singh Chairperson – Committee of Independent Directors

	LOF	NESDAY, 29 SEPTEMBER 2021 BUSINESS Standard
14	Registered Offi	ice - 460. Matsya Inoustrial Area, Alwa, Relasthan - 10100 Tel. No.: +91-44-2941056
		E-mail ID: secretarial @ford≤chlore.com Website: www.lords.difore.com
18	Recommendations of the Committee	CIN: L24117RJ197/UPLC002009 of Independent Directors (IDC) for the Open Offer in the Shareholders of Lords Oblass Allen
构	thereinafter referred to as 'Acquirers	e Company') by Mr. Madhav Dhir, Ms. Sriahti Dhir and Dhir Hotels and Resorts Private Limited Dunder Regulation 26(7) of Securities and Exchange Resert of India (Subtractic Actualities a
	Shares and Takeovers) Regulations, 2	AV11 (SEBI (SAST) Regulations, 2011').
-33	Name of the Company Date Date of the Company Date of the Offer pertaining to the	Sectember 28, 2021; Tuesda / Lords Chicro Alkal Limited - Onen Office to accurate unto 02.75 000 Easter Street - Street
	5. Details of the Otter penalting to the Company	Subscribed and Pald-up Share Capital of the Company from the Fourity Shareholders, other
	4. Name of the Acquirer	1. Mr. Medhav Dhir
	TOUS AND THE	2. Ms. Srishti Dhir .3. Dhir Hotels and Resorts Private Limited
	5. Name of the Manager to the Offer 6. Members of the Committee of	Corporate Professionals Capital Private Limited I. Mr. Sandeep Singh- Chairperson
	Independent Directors	2: Mr. R. S. Makhni- Mamber 3. Ms. Poonam Bisht- Mämber
20	7. IDC Member's relationship with	M.C. R. C. Caputano, Vegnoer JDC members are Independent Directors of the Company.
1	the Company The 8. Trading in the Equity shares/other	
1 Star	 Tracing in the Equity shares/other securities of the Company by IDC Members 	Singh, Independent Director (holds 10 equility shares), none of the IDC members hold any shares of the Company and neither have they traded in any equity shares / other securities of the Company during a peniod of 12 mentils prior to the date of Public Announcement and the Company during a peniod of 12 mentils prior to the date of Public Announcement and the Company during a peniod of 12 mentils prior to the date of Public Announcement and the Company and the state of the date of Public Announcement and the Company during a peniod of the state of the date of Public Announcement and the Company and the state of the
10	9. IDC Member's relationship with the Acquirer	since then till date. The IDC members do not have any relationship with the Acquirers
Sect	10. Tracing in the Equity shares/other securities of the Acquirer by IDC	NotApplicable
	Members 11. Recommendation on the Open	Brand an Bransder) of the Duble
1	offer, as to whether the offer is fair and reasonable	the Manager to the Offer on behalf of the Acquirer, IDC releve that the Open Offer is in
	HOLE COST 1 BEST RELATE	accordance with SEBI (SAST) Regulations, 2011 and to managem is fair and reasonable. The shareholders should independently evaluate the offer and the fair and management according
	2 Summary of reasons for	The Equity Sharee of the Contrainty are not fearurantly traded which the meaning and the sectors and the secto
	recommendation	or trequently traded enares' under clause ()) of sub-regulation (1) of Regulation 2 of the SEBI (SAST) Regulations, 2011.
1	0.5.25	Tots Open Offer is being made voluntarily under the provisions of Regulatup 3(2) of SEBI- (SAST) Regulations by Acquirere with the intent to consolidate their shareholding to the extent
1	Strates at 1	of mandman permissible non-public shareholding by the acquisition of 92,75,000 (Ninety Two- Lacs Severity Five Thousand) Equity Shares representing 36.87% of the tacked Scherving of
1 and		and Parc-up Share cooler of the Company having face value of INR 10.004 (Indian Rupees Tan- Only) per share as a proce of MR 47.75/- findian Rupees Forty Seven and Seventy Five Palsa
S. S. S.	Later and the second second	Only) per share Please note that over a period of three financial year, the Prefit after tax of the Target Company was
		unstable and since it is not a biggered transaction, the Manager is the offer and Amplete the considered following parameters to arrive it a fair yaba of the equity share of the ferse is for example.
1		Other Parameters Shout
		date of Public Announcement
		Average of the weekly high and low of the volume weighted average price of the Target Company ouring the fifty two weeks preceding the late of Lubic Announcement
		Average of the weekly high and low of the volume weighted sverare INR 25 50
1		price of the Target Company during the twenty six weaks preceding the date of Public Announcement
		Book Value / Net Asset Value per share INR 34.19 (as on 30 ⁶ June, 2021)
		Also, an independent valuation was carried by a Chartaned Accountant having experience of more than 10 years and he has arrived at the following fair value of the equity share of the
		Targel Company, Other Parameters Based of the Linaudited;
		Insercial data for the glaster ending June
		Comparable Trading Multiples Value and Other Valuation Parameters IMR 42.77
		[7] Source: As cartified by Mr. Marish Kuriar Bubne, Partner of Ambani & Associates LLP, Chartered Accountants having office at A-3/87, Gurunanak Pure, 104 Garg Complex, Opp.
	and the second sec	Crantada ruccada ruccinarias inarrang omos as A-Syor, Gurunanan Yuan, 104 (Sarg Complex, Opp. VSS Mali, Larmi Nagar, Delth – 110082; Tai, No:: +81-9810804100; Email ID: ca.imanish.bubne@gmail.com vide certificate dated July 28, 2021.
		inerstore, considering all the parameters and with the twart of Angular along with their
		consolidate shareholding, they have made an Open Offer at a need of the 47.75 (Indian
140		Autoes Forty Seven and Seventy Live Pasa Only) which is fait and justified in terms of the
1.	Details of independent Advisors, if it any,	Vione
1	Any other matter(s) to be highlighted h	after making proper and in the information contained in the annual state the state and
	material respect, true and correct and ministion required to be disclosed by the	
3.5		For and on bebeil of The Complitive of Independent Directory of
	ide: Delhi	Stu- Sandern Singh
D	te: September 28, 2021	Chairperson - Committee of Independent Directors