



LORDS CHEMICALS LIMITED

Registered Office : 48A, Park Street, 5th Floor, Kolkata - 700 016

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2001

Dear Shareholder(s)

Pursuant to the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the Company proposes to pass resolutions as stated below through Postal Ballot for seeking consent of the shareholders.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions are also appended below for consideration of the Members. The attached Postal Ballot Form is to be used by the Members for the purpose of exercising vote in respect of the said resolutions.

You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed and signed in the attached business reply self-addressed envelope so as to reach the Scrutinizer on or before the close of business hours on 24th March 2011.

The Board of Directors at its meeting held on 10th February 2011 has appointed Shri Sunil Dokania, Practicing Chartered Accountants, Kolkata, as the Scrutinizer for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Chairman / and in his absence to the Managing Director/ Directors of the Company. The results of the Postal Ballot will be declared on 26th March 2011 at 11.00 am at the Registered Office of the Company and it will be posted on the Company's website : www.lordschemicals.com besides communicating the same to the Stock Exchanges where the shares of the Company are listed.

The copy of all the relevant documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays from 10.00 am to 1.00 pm up to the date of declaration of the results of Postal Ballot.

In the event the proposed resolutions are approved by requisite majority of shareholders by means of the Postal Ballot, the date of declaration of the result shall be deemed to be the date of passing of the said resolutions.

1. CHANGE OF NAME OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 21 and other applicable provisions, if any of the Companies Act, 1956 as amended till date and subject to approval of Central Government and subject to such other approvals, consents, permissions, as may be required, the name of the Company be and is hereby changed from **"Lords Chemicals Limited"** to **"Lords Industries India Limited"** or any other name in the following order of preference as may be approved:-

- Lords Global Limited
- Lords Limited
- Lords India Industries Limited
- LCL India Limited

RESOLVED FURTHER THAT the name "Lords Chemicals Limited" wherever it occurs in the Memorandum of Association & Articles of Association of the Company and all other documents/papers substituted by the name **"Lords Industries India Limited"** or any other name as mentioned above being approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

"RESOLVED FURTHER THAT in case if, any of the names as mentioned above are not approved by

the regulatory authorities the Board of Directors may choose any other name, as they may deem fit".

2. AMENDMENT IN CLAUSE III (A) OF MEMORANDUM OF ASSOCIATION:

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

RESOLVED THAT subject to the provisions of Section 17 of the Companies Act, 1956 and other applicable provisions, if any, Clause III of the Memorandum and Association of the Company be and is hereby amended as follows:

- (i) The following new sub-clauses be inserted as sub-clause (3), (4), and (5) respectively in Part A of Clause III containing "Main Objects" of the Memorandum and Association of the Company:
- (3) To carry on the business of manufacturing & trading of coke, hard coke, met coke, any form and to carry on the business of mining for any element or substance including the business of coal and to take on lease or otherwise acquire, purchase, transfer, lease out or sell mines, mining rights and lands or any interest therein and for this purpose search for, inspect, prospect, examine, explore, mine, quarry anywhere in India or abroad.
- (4) To carry on in India or elsewhere the business of manufacturing, producing, altering, converting, processing, casting, treating, improving of all varieties, shapes, sizes, specifications, descriptions and strengths of Ferro Alloys inclusive of but not restricted to Ferro Chrome, Ferro Manganese, Ferro Silicon Manganese, Ferro Molybdenum, Ferro Titanium, Ferro Aluminum or any combination thereof and any other ferrous and non-ferrous materials and to act as agent, distributor, stockiest, importer, exporter, buyer, seller, job worker, converter, consultant, supplier, vendor.
- (5) To carry on or to be interested or engaged in either solely or in partnership with other companies, corporation, or individual, or firm or any other association or person as manufacturers, exporters, importers, buyers, sellers, agents and dealers in all kinds and description of iron and steel, structural steel, stainless steel, carbon steel, alloy steel, mild steel, micro-alloy steel, tool steel and other special steel group and their products such as ingots, billets, blooms, sheets, strips, rounds, rods, bars, tops, squares, invert angles, valve, flats, stabs, rails, joints, joist, channels, angles, rolls, steel, strips, plates, plain and cooled twisted bars, shafting, structural pipes, tubes, buckets, wires etc., and all other varieties of profiles and products whether forged, rolled, cast or drawn and all products intermediated and by-products consequent to or obtained in the process of manufacture of above articles.

3. ALTERATION OF ARTICLES OF ASSOCIATIONS OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**.

RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 including any amendments, modifications or reenactments thereof the Articles of Association of the Company, be and is hereby amended as follows:

- (i) After existing Article 2, the following new Article 2A be inserted:-

"2A The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles."

- (ii) The following clause 3(f) be inserted after the existing clause 3(e) :

"3(f) Subject to the provisions of Sec. 77A, 77AA and 77B of the Companies Act, 1956 as amended from time to time, and any rules and regulations that may be prescribed by the Central Government of or any

other appropriate authority in this regard, the Company, in a General Meeting by a Special Resolution or where permitted by the contemporary law, under the authority of Board Meeting, may, at any time and from time to time, authorize buy-back of any part of the share capital of the Company fully paid-up on that date".

(iii) After existing clause (e) of Article 25, the following new clause (f) be inserted:

"25 (f). The Company may pass any resolutions by Postal Ballot in the manner prescribed by Section 192A of the Act. Provided however that, the Company, shall, in the case of resolution relating to such business, as the Central Government may, by notification declare to be conducted only by postal ballot, get such resolution passed by means of a postal ballot instead of transacting the business in a General Meeting of the Company".

(iv) In existing Article 41(a) the words and symbol be inserted at the end:

"Provided that meeting of the Board or that of any Committee of the Board may also be conducted by video conferencing subject to the applicable rules and regulations. The provisions relating to convening of physical board meeting as contained in these Articles shall mutatis mutandis apply in case of convening of meetings by video conferencing."

(v) In existing Article 41(d) the words and symbol be inserted at the end:

"Provided that members participating in the meeting through video conferencing shall form part of the valid quorum for transacting any business at the said meeting".

(vi) The existing Article 49 shall be substituted by the following new Articles 49 (a) , 49(b) &49(c):

"49 (a). The Board of Directors, may subject to the provisions of the Act, capitalize any of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of profit and loss account or representing premiums received on the issue of shares and standing to the credit of Securities Premium Account otherwise available for distribution."

"49 (b). The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions of the Act either in or towards:

- i. Paying up any amount for the time being unpaid on any shares held by such members respectively;
- ii. Paying up in full either at par or at such premium as the resolution may provide any unissued shares, debenture or debenture stock of the company to be allotted and distributed, credited as fully paid-up to and amongst such members in proportion to their current holdings.
- iii. Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

"49 (c). For the purpose of giving effect to any resolution under the Article the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties and may vest such fractions in trustees upon such trusts for the persons entitled to the capitalised fund as may seem expedient to the Board. Where requisite a proper contract shall be filed in accordance with Section 75 of the Act, and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective and binding against all such persons."

"RESOLVE FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things as may be required to give effect to the above resolution."

By order of the Board of Directors
For **Lords Chemicals Limited**

Place: Kolkata
Dated: February 10, 2011

Sd/-
AJAY KUMAR JAIN
(Managing Director)

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.1

The Company was initially incorporated in the year 1992 as a Private Limited Company under the name and style "Lords Chemicals Private Limited" and subsequently converted itself into a Public Limited Company as "Lords Chemicals Limited" in the year 1994. The company has recently initiated steps for diversifying the business into the fields of coke, steel and other materials. The present name of the Company indicates narrow and limited scope of operations of the Company. It was therefore decided by the Board, subject to the approval of the Central Govt. and members, to change the name of the Company from "**Lords Chemicals Limited**" to "**Lords Industries India Limited**" or to such similar name as may be approved by the Registrar of Companies which reflects broad nature and scope of operation.

The Board recommends the resolution for your approval.

None of the Directors of the Company may be deemed to be interested or concerned in the proposed resolution.

Item No. 2

The Main object of the Company as per Memorandum of Association of the Company is to carry out the business of manufacturing chemicals, viz, Sodium Dichromate, Sodium Sulphate, Chromic Acid Flakes and Chrome Concentrate, etc. since its inception. The present business is volatile and depends upon lot of sensitive factors. Apart from that, the Board of Directors is of the opinion that the company has good prospects in the area of coke, steel and various ferrous and non-ferrous materials. This will reduce the risk as exposed to single line of business and will also enable the Company to pool the resources.

In view of the above and to enable the company to take one or more of the aforesaid activities at appropriate time, the insertion of new subclauses i.e. (3), (4) & (5) in the Main Object clause of the Memorandum of Association of the Company have been proposed for your approval.

The Board recommends the resolution for your approval.

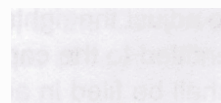
None of the Directors of the Company may be deemed to be interested or concerned in the proposed resolution.

Item No. 3

The proposed changes in the Articles of the Company are in accordance with the provisions of Section 31 of the Companies Act, 1956. The Changes have been proposed to align the Articles in accordance with the existing provisions of the Companies Act, 1956.

The Board recommends the resolution for your approval.

None of the Directors of the Company may be deemed to be interested or concerned in the proposed resolution.



By order of the Board of Directors
For **Lords Chemicals Limited**

Place: Kolkata
Dated: February 10, 2011

Sd/-
AJAY KUMAR JAIN
(Managing Director)

