

LORDS ISHWAR HOTELS LIMITED

CIN : L55100GJ1985PLC008264

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

13th August, 2022

Dear Sir/Madam,

BSE Code- 530065

We hereby inform that 36th ANNUAL GENERAL MEETING of the members of the Company will be held on Wednesday, 07th September, 2022 at 11:00 a.m. through video conferencing / other audio visual means to transact the businesses as set out in the Notice. A copy of Notice of 36th Annual General Meeting and Annual Report for the year 2021-22 is enclosed for your kind reference. The same is also available on the following link of the website of the company.

https://drive.google.com/file/d/1gYhF-at_o55bChcEwfyhooEwcLIEIMfH/view

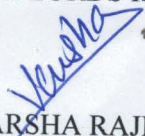
We also hereby inform that pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 read with Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book will remain closed from 01st September, 2022 to 06th September, 2022 (both days are inclusive).

Kindly take the same on your record.

Thanking you,

Yours faithfully,

FOR LORDS ISHWAR HOTELS LIMITED


VARSHA RAJPUT
Company Secretary
Mem. No. A46994



36TH
ANNUAL REPORT
2021- 2022

LORDS ISHWAR HOTELS LIMITED

COMPANY INFORMATION

Board of Directors

Mr. Pushpendra Bansal	: Managing Director
Mrs. Sangita Bansal	: Non-Executive Director
Mr. Mehinder Sharma	: Non Executive Director
Mr. Amit Garg	: Non Executive Independent Director
Mr. Virendra Mistry	: Non Executive Independent Director
Mr. Tikam Panchal	: Non Executive Independent Director

Chief Financial Officer

Mr. Ajay Pawar

Company Secretary & Compliance Officer

Ms. Varsha Rajput (A46994)

Statutory Auditors

K K Haryani & Co, Chartered Accountants,
(Firm Reg. No. 121950W)
D/205-206, 2nd Floor, R K Casta,
Opp: Patel Super Market, Station Road,
Bharuch – 392 001, Gujarat, India

Bankers

Bank of Baroda
HDFC Bank
IDBI Bank
State Bank of India

Registered Office

Hotel Revival, Near Sayaji Gardens,
Kala Ghoda Chowk, University Road,
Baroda, Gujarat, India – 390 002
Website: www.lordsishwar.com
CIN: L55100GJ1985PLC008264

Registrar & Share Transfer Agent *

Bigshare Services Pvt. Ltd.
Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400093, India."
Tel: 022 62638200, Fax: 022 62638299.

*Corporate office address of Registrar & Transfer Agent has been changed w.e.f. 16.05.2022.

NOTICE

NOTICE is hereby given that the **36TH ANNUAL GENERAL MEETING** of **LORDS ISHWAR HOTELS LIMITED** will be held on Wednesday, the 7th day of September, 2022 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Report of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Mehinder Sharma as a Director liable to retire by rotation:

To appoint a Director in place of **Mr. Mehinder Sharma (DIN: 00036252)**, who retires by rotation and, being eligible, offers himself for re-appointment.

3. Appointment of Auditors:

To consider and thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and proposal of the Board of Directors, M/s R. M. Hariyani & Co., Chartered Accountants, (Firm Reg. No.: 147657W), Bharuch, be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s K. K. Haryani & Co., Chartered Accountants, (Firm Reg. No.: 121950W), Bharuch, the retiring Auditors of the Company, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 41st AGM of the Company to be held in year 2027, on such remuneration plus applicable tax, out of pocket expenses, etc. as may be mutually agreed between the Board of Directors and Auditors of the Company."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Pushpendra Bansal (DIN: 00086343) as a Managing Director:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as recommended by Nomination and Remuneration Committee of the Company, the Consent of shareholder be and is hereby accorded for the re-appointment of Mr. Pushpendra Bansal (DIN:00086343) as Managing Director of the Company for a period of Five (5) years from 7th September, 2022 up to 6th September, 2027, upon terms and conditions without any remuneration or perquisites and allowances as set out in the explanatory Statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it deem fit and as may be acceptable to Mr. Pushpendra Bansal."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution or otherwise considered by it in the best interest of the Company."

5. Appointment of Mrs. Kinjalben Parmar (DIN: 09698070) as an Independent Director:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Kinjalben Parmar (DIN-09698070), in terms of Section 161 of the Act and in respect of whom a notice in writing under Section 160 of the Act, as amended, has been received in the prescribed manner, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for the period of 5 (five) consecutive years w.e.f. 7th September, 2022 up to 6th September, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is, hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution.”

NOTES:

- (a) In view of the continuing threat of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 read with General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA and SEBI Circulars, the AGM of the Company will be held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- (b) Since this AGM is being held through VC / OAVM, pursuant to MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- (c) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website www.lordsishwar.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
- (d) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (e) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard -2 of the General Meetings, the particulars of Directors seeking appointment and re-appointment at the meeting are annexed.
- (f) Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during working hours upto the date of the AGM. Members are requested to write to the Company on info@lordsishwar.com for inspection of said documents.

- (g) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (h) The register of members and share transfer books of the Company will remain closed from 1st September, 2022 to 7th September, 2022 (both days inclusive).
- (i) Members are requested to intimate to the Company's Registrar & Share Transfer Agent M/s. Bigshare Services Pvt. Ltd., S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra their Depository Participant ("DP"), changes, if any, in their registered addresses and their E-mail ID at an early date.
- (j)
 - a) Members holding shares in electronic form should notify any changes in their residential address or bank details directly to their respective Depository Participants.
 - b) Members holding shares in physical form are advised to submit details of PAN and bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent "Bigshare Services Pvt. Ltd."
- (k) Non-Resident Indian Shareholders are requested to inform the Registrar & Share Transfer Agent/ Company/respective Depository Participant:
 - a) Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not already intimated.
 - b) Change, if any, in their Residential status.
- (l) As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 and if a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company's Share Transfer Agent, Bigshare Services Pvt. Ltd., S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra.
- (m) Pursuant to SEBI Circular dated 3rd November, 2021 and 14th December, 2021, the Physical Securities holders has mandated to provide PAN, KYC details and Nomination Forms through Form ISR-1, Form ISR-2 and ISR-3(as applicable). The Company has sent individual letters to all members holding shares in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares in physical form are requested to submit PAN, KYC details and Nomination to the Company's Share Transfer Agent, Bigshare Services Pvt. Ltd., S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra.
- (n) Instructions for Members for attending the AGM through VC / OAVM:
 - (i) Members will be able to attend the AGM through VC / OAVM provided by NSDL at www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
 - (ii) Members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice. Further, Members can also use OTP based login for logging into the e-Voting system of NSDL.
 - (iii) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of its Board Resolution / Authority letter etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf. The said Resolution/Authority letter shall be send through its registered Email id to the Scrutinizer at nandaniya.joshi@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (iv) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
 - (v) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at info@lordsishwar.com from 2nd September, 2022 to 4th September, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask

questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- (o) It is recommended to join the AGM through laptop for better experience. You are requested to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their data network. It is therefore recommended to use stable wi-fi or wired connection to mitigate any kind of aforesaid glitches.
- (p) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the Company is pleased to provide members facility of casting votes using an electronic voting system ("remote e-voting"), through the e-voting services provided by NSDL on all the resolutions set forth in this Notice.
- (q) The remote e-voting period commences on Sunday, 4th September, 2022 (9:00 am) and ends on Tuesday, 6th September, 2022 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Wednesday, 31st August, 2022, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (r) The instructions for e-voting before / during the AGM are as under:
The way to vote electronically on e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to e-Voting system

I. Login Method for e-voting for individual members holding securities in Demat mode:

As per the SEBI Circular dated 9th December, 2020 on e-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat account in order to access remote e-voting facility.

NSDL	CDSL
<p>1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com. II. Select "Register Online for IDeAS". III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields.</p> <p>4. By visiting the e-voting website of NSDL I. URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. V. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period and voting during the meeting.</p>	<p>1. Existing user who have opted for Easi / Easiest I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-voting page without any further authentication. V. Click on e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasiregistration/EasiRegistration II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>

VI. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play



Individual Members (holding securities in demat mode) login through their depository participant

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

I) Login Method for e-voting for non-individual members and members holding securities in physical mode

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

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. LIHL remote-evoting.pdf file. Open the LIHL remote-evoting.pdf file. The password to open the LIHL remote-evoting.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The LIHL remote-evoting.pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow the procedures as mentioned below:
 - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self certified copy of PAN, self certified copy of AADHAR by email to Bigshare Services Pvt. Ltd. on investor@bigshareonline.com.
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, self certified copy of PAN, self certified copy of AADHAR by email to Bigshare Services Pvt. Ltd. on investor@bigshareonline.com.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

Instructions for e-Voting during the AGM are as under:

- i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/ OAVM.
- ii. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

General instructions to Shareholders:

- (a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

- (b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request by email at evoting@nsdl.co.in.
- (c) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- (d) The Scrutinizer shall, immediately after the conclusion of voting at the AGM will count the votes cast at the meeting and after unlocking the votes in presence of at least two (2) witnesses not in the employment of the Company, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him shall declare the result of the voting forthwith within forty eight hours of the conclusion of the AGM.
- (e) The Results declared along with the consolidated Scrutinizer's report shall be placed on the Company's www.lordsishwar.com and will be forwarded to the NSDL & BSE Ltd. for its placing on their websites. The Results shall also be displayed on the Notice Board at the Registered Office of the Company for at least three days.

EXPLANATORY STATEMENT

(Pursuant to Regulation 36(5) of the Listing Regulations)

ITEM NO. 4:

On the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company in its meeting held on 8th August, 2022 has, subject to the approval of members, re-appointed Mr. Pushpendra R. Bansal (DIN: 00086343) as a Managing Director of the Company for a period of five (5) years commencing from 7th September, 2022.

No Salary, perquisites and Allowances, Remuneration based on net profits or reimbursement of expenses shall be paid to Mr. Pushpendra R. Bansal. The General terms of the appointment are as under:

- (i) The Managing Director will perform his duties as such with regard to all work of the Company and he will manage to attend such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Business Conduct and ethics for Directors and Key Managerial Personnel.
- (iv) Mr. Pushpendra R. Bansal satisfies all the conditions set out under Section 196 and Schedule V of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of The Act.

The above briefs may be treated as a written memorandum setting out the terms of appointment of Mr. Pushpendra R. Bansal as Managing Director of the Company.

Relevant documents relating to his appointment as Managing Director of the Company shall be available for inspection at the Registered Office of the Company during the business hours except on holidays, up to and including the date of the AGM.