

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE MEMBERS OF LOHIA CORP LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD ON MONDAY, JUNE 03, 2024 (01/2024-25) AT 09:00 A.M. AT LOHIA INDUSTRIAL COMPLEX, CHAUBEPUR, KANPUR (U.P.)-209203.

Change in designation of Mr. Raj Kumar Lohia from Director to Chairman & Managing Director.

“RESOVED THAT pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the members of the Company, be and is hereby, accorded to change the designation of Mr. Raj Kumar Lohia (DIN: 00203659) from Director to Chairman & Managing Director of the Company for a term of five years with effect from May 01, 2024, on the following terms and conditions-

- Basic Salary: ₹12,00,000 per month

In addition to Salary, he shall be entitled to the following perquisites:

- House Rent Allowance @ 50% of Basic Salary per month;
- Company's contribution to Provident Fund shall be restricted to ₹1,800 per month;
- Company's contribution to National Pension Scheme shall be restricted to ₹1,000 per month;
- Medical Reimbursement to cover the expenses incurred by him on treatment of self and family members on actual basis;
- Other perquisites as per Company's Rules.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Raj Kumar Lohia by way of salary, allowances, perquisites and commission shall not exceed the maximum limits as prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise, alter or vary the remuneration including perquisites in such manner as the Board may consider proper from time to time up to a maximum limit of ₹2 crores per annum, subject to the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed from time to time and to do all such acts and deeds as may be deemed necessary to give effect to the above resolution.”

CERTIFIED TRUE COPY

for Lohia Corp Limited



Shikha Srivastava

Company Secretary & Compliance Officer

M. No.: A22406



Date: June 07, 2024

Place: Kanpur

Lohia Corp Limited
(formerly Kanpur Packaging Machines Limited)

Regd. Off.: D-3/A, Panki Industrial Estate, Kanpur - 208 022, India | T: +91 512 2246500 | M: +91 9936294101 | E: isl@lohiagroup.com
HO: Lohia Industrial Complex, Chaubepur, Kanpur - 209 203, India | T: +91 512 2593100 | M: +91 9936294000

Sales Offices in India:
Ahmedabad | Bengaluru | Delhi | Kolkata

Overseas Offices/Associates:
Bangkok | Burlington - NC | Dubai | Itajaí-Brazil

www.lohiagroup.com
CIN: U28261UP2023PL183476

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF LOHIA CORP LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD ON MONDAY, JUNE 03, 2024 (01/2024-25) AT 09:00 A.M. AT LOHIA INDUSTRIAL COMPLEX, CHAUBEPUR, KANPUR (U.P.)-209203.

Item No.2

Change in designation of Mr. Raj Kumar Lohia from Director to Chairman & Managing Director.

The Board of Directors of the Company in their meeting held on 1st May 2024 decided to change the designation of Mr. Raj Kumar Lohia from Director to Chairman and Managing Director of the Company in view of the Order passed by the Hon'ble National Company Law Tribunal (NCLT) dated April 16, 2024, sanctioning the Scheme of Arrangement between Lohia Corp Limited ("LCL") and Kanpur Packaging Machines Limited ("KPML") for demerger of 'Technical Textile Machinery Business' of LCL.

Mr. Raj Kumar Lohia was one of the founding Directors of LCL and has been on Board since inception of LCL. Mr. Lohia has Bachelor's Degree in arts from Kanpur University and has over 40 years of experience in technical textile, especially in raffia industry and after the demerger of 'Technical Textile Machinery Business' of LCL and considering his vast experience in technical textile machine business it will be in the best interest of the Company to appoint him as Chairman and Managing Director of the Company.

It is pertinent to mention here that as per the first proviso to Section 196(3)(a) of the Companies Act, 2013, if a person has attained the age of 70 years, he can be appointed as Managing Director only by passing a special resolution. Since Mr. Raj Kumar Lohia will attain the age of 70 years on August 21, 2024, which will fall during his proposed tenure of five years, the Board recommends the passing of resolution as set out at Item no.2 in the Notice for approval of the members as a Special Resolution.

The Board has utmost confident about Mr. Lohia being able to function and discharge his duties in an able and competent manner even after the age of 70 years. The Remuneration and Perquisites as mentioned in the Resolution may be treated as written memorandum setting out the terms of appointment of Mr. Lohia under section 190 of the Companies Act, 2013.

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice.

CERTIFIED TRUE COPY

for Lohia Corp Limited



Shikha Srivastava

Company Secretary & Compliance Officer

M. No.: A22406

Date: June 07, 2024

Place: Kanpur

Lohia Corp Limited

(formerly Kanpur Packaging Machines Limited)

Regd. Off.: D-3/A, Panki Industrial Estate, Kanpur - 208 022, India | T: +91 512 2246500 | M: +91 9936294101 | E: isl@lohiagroup.com

HO: Lohia Industrial Complex, Chaubepur, Kanpur - 209 203, India | T: +91 512 2593100 | M: +91 9936294000

Sales Offices in India: Ahmedabad | Bengaluru | Delhi | Kolkata

Overseas Offices/Associates: Bangkok | Burlington | NC | Dubai | Itajai-Brazil | Moscow

www.lohiagroup.com
CIN: U28261UP2023PLC183476

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE MEMBERS OF LOHIA CORP LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD ON MONDAY, JUNE 03, 2024 (01/2024-25) AT 09:00 A.M. AT LOHIA INDUSTRIAL COMPLEX, CHAUBEPUR, KANPUR (U.P.)-209203.

Appointment of Mr. Rajendra Kumar Arya as Whole time Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article of Association of the Company, consent of the members of the Company, be and is hereby, accorded to appoint Mr. Rajendra Kumar Arya (DIN: 09658071), as Whole time Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from May 01, 2024 on the following terms and conditions:

- Basic Salary: ₹2,85,000 per month.
- House Rent Allowance: ₹1,00,000 per month
- Special Allowance: ₹5,98,903 per month

In addition to Salary, he shall be entitled to the following perquisites:

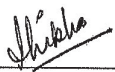
- Company's contribution to Provident Fund as per Company's Rules, subject to a maximum of 12% of basic salary;
- Company's contribution to National Pension Scheme @ 10% of basic salary;
- Provision of car for use for Company's business;
- Other perquisites/allowances including Medical Reimbursement, Leave Travel Concession, Variable Pay, Gratuity etc. as per rules of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Rajendra Kumar Arya by way of salary, allowances, perquisites etc. shall not exceed the maximum limits as prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise, alter or vary the remuneration including perquisites in such manner as the Board may consider proper from time to time up to a maximum limit of ₹2 crores per annum, subject to the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed from time to time and to do all such acts and deeds as may be deemed necessary to give effect to the above resolution.”

CERTIFIED TRUE COPY

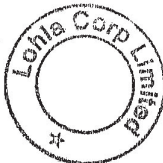
for Lohia Corp Limited



Shikha Srivastava

Company Secretary & Compliance Officer

M. No.: A22406



Date: June 07, 2024

Place: Kanpur

Lohia Corp Limited

(formerly Kanpur Packaging Machines Limited)

Regd. Off.: D-3/A, Panki Industrial Estate, Kanpur - 208 022, India | T: +91 512 2246500 | M: +91 9936294101 | E: isl@lohiagroup.com

HO: Lohia Industrial Complex, Chaubepur, Kanpur - 209 203, India | T: +91 512 2593100 | M: +91 9936294000

Sales Offices in India: Ahmedabad |
Bengaluru | Delhi | Kolkata

Overseas Offices/Associates: Bangkok | Burlington
- NC | Dubai | Itajai-Brazil | Moscow

www.lohiagroup.com
CIN: U28261UP2023PLC183476

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF LOHIA CORP LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD ON MONDAY, JUNE 03, 2024 (01/2024-25) AT 09:00 A.M. AT LOHIA INDUSTRIAL COMPLEX, CHAUBEPUR, KANPUR (U.P.)-209203.

Item No.5

Appointment of Mr. Rajendra Kumar Arya as Whole time Director of the Company

The Board of Directors of the Company in their meeting held on 1st May 2024 appointed Mr. Rajendra Kumar Arya as Additional Director of the Company to hold office till the ensuing Annual General Meeting. Subsequently, he was appointed as the Whole time Director of the Company with effect from the same date for a period of 5 years in the said Board meeting subject to approval of the members of the Company as the Core Business of Lohia Corp Limited is transferred to the Company in compliance of the Scheme of Arrangement sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench vide order dated April 16, 2024.

Mr. Arya has a rich experience of over 30 years in the manufacturing industry and before joining the Company, he was associated with well-established companies like Bharat Heavy Electricals Limited, Maruti Suzuki India Limited, Ashok Leyland Limited etc. He has been heading the manufacturing operations of the Lohia Corp Limited for approximately past 8 years. Considering his vast experience in the manufacturing industry the Board opines that his appointment will be beneficial to the Company.

Therefore, the Board recommends the passing of resolution as set out at Item No.5 in the Notice for approval of the members as a Special Resolution.

The Remuneration and Perquisites as mentioned in the Resolution may be treated as a written memorandum setting out the terms of appointment of Mr. Arya under section 190 of the Companies Act, 2013.

During his tenure as the Director of the Company, Mr. Rajendra Kumar Arya shall be liable to retire by rotation, in terms of Section 152 of the Act.

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

CERTIFIED TRUE COPY

for Lohia Corp Limited



Shikha Srivastava

Company Secretary & Compliance Officer

M. No.: A22406



Date: June 07, 2024

Place: Kanpur

Lohia Corp Limited

(formerly Kanpur Packaging Machines Limited)

Regd. Off.: D-3/A, Panki Industrial Estate, Kanpur - 208 022, India | T: +91 512 2246500 | M: +91 9936294101 | E: isl@lohiagroup.com

HO: Lohia Industrial Complex, Chaubepur, Kanpur - 209 203, India | T: +91 512 2593100 | M: +91 9936294000

Sales Offices in India: Ahmedabad |
Bengaluru | Delhi | Kolkata

Overseas Offices/Associates: Bangkok | Burlington
- NC | Dubai | Itajai-Brazil | Moscow

www.lohiagroup.com
CIN: U28261UP2023PLC183476