

PROCEEDINGS OF 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LORDS CHLORO ALKALI LIMITED HELD ON WEDNESDAY, THE 30TH SEPTEMBER, 2015 AT 10.30 A.M. AT THE REGD. OFFICE OF THE COMPANY AT S.P. 460, MATSYA INDUSTRIAL AREA, ALWAR (RAJASTHAN).

PRESENT

1. Shri Ajay Virmani, Managing Director
2. Shri Yuvraj Ahuja Director
3. Shri Rajbir Singh Makhni Independent Director (Chairman of Audit Committee)
4. Ms. Poonam Rawat Independent Director

36 members were present as per attendance register.

IN ATTENDANCE

At the outset Shri Rajiv Kumar, Chief Financial Officer of the Company welcomed the shareholders at the 36th Annual General Meeting of the Company.

QUORUM

Shri Rajiv Kumar informed that 36 members were present in person and as an authorized representative of the Companies at the commencement of the meeting. Shri Rajiv Kumar declared the meeting as properly constituted and proceeded to transact the business.

ELECTION OF THE CHAIRMAN OF THE MEETING

Shri Rajiv Kumar requested the shareholders to elect one of the Directors as the Chairman of the Annual General Meeting:-

Shri Nitin Singhal, Member, proposed the following resolution for election of Shri Ajay Virmani, Managing Director as Chairman of the meeting:

“RESOLVED THAT pursuant to the provisions of section 104 of the Companies Act, 2013, Shri Ajay Virmani, Managing Director of the company, be and is hereby elected as the Chairman of the 36th Annual General Meeting of the Company.

Shri Anuj Kumar, member, seconded the resolution.

Shri Rajiv Kumar put the resolution to vote by show of hands and declared the same as carried unanimously.

Shri Ajay Virmani, Chairman of this Annual General Meeting presided over the meeting.



INSPECTION OF REGISTERS

Statutory Registers like Register of Members, Directors, Directors shareholdings and other statutory books of the Company were kept open and accessible for the members of the Company throughout the meeting.

NOTICE

The Notice dated 12.08.2015 convening 36th Annual General Meeting of the Company having already been circulated to all members was taken as read with the permission of the members. Shri Rajiv Kumar informed the members that as per Clause 35B of the Listing Agreement and pursuant to the provision of Companies Act, 2013 and the rules framed thereunder, the company has executed the agreement with the NSDL, Mumbai, for providing remote e-voting facility to all its members to exercise their votes electronically.

He further informed that Shri Mahindra Singh, Practising Company Secretary (M. No. 25085), appointed as scrutinizer of the company to carry out the remote e-voting process. He further informed that the remote e-voting facility were available to all the members of the Company from 26th September 2015 (9:00 A.M.) to 29th September 2015 (5:00 P.M.) to exercise their vote electronically and the members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 24th September 2015 were cast their vote electronically and by poll at the meeting.

On the day of meeting Shri Mahindra Singh, scrutinizer of the company, circulated the poll papers to all the shareholders present in the meeting.

All the present members were voted in the meeting by poll papers.

DIRECTORS' REPORT TO THE SHAREHOLDERS

Audited Financial Statements for the year ended on 31st March, 2015 alongwith the Directors' Report having already been circulated to the members were taken as read with the permission of the members.

AUDITORS' REPORT

Shri Rajiv Kumar read the Auditors' Report as submitted by M/s Gupta Vigg & Co., Statutory Auditor of the Company.

Thereafter, the Chairman requested the members to take up the item as contained in the Notice circulated to the members.

ORDINARY BUSINESS

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS ON 31ST MARCH 2015.

Shri Parvinder Kumar, member, proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements as on 31st March, 2015 and the report of the Directors and Auditors thereon together with the Notes on Accounts annexed to and forming part thereof be and are hereby considered, approved and adopted.”

Shri Vikas Arora, member, seconded the resolution.

The Chairman invited discussions on the resolution and declared the resolution passed on the basis of vote exercised through remote e-voting & by poll (at meeting), as per the details given below:

Item No. of Notice	Voting Method	Votes in Favour		Votes in Against		Invalid Votes
		No's	%	No's	%	No's
Item No. 1 (Ordinary Resolution)	Remote E-voting	1,79,99,769	99.99	20	0.00011	0
	Poll	18,59,781	100.00	0	00	0
	Total	1,98,59,550	99.99	20	0.01	0

The Chairman declared the resolution passed as unanimously.

ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF SHRI ALOK DHIR (DIN: 00034335), WHO RETIRES BY ROTATION.

Shri Sunil Jain, member, proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Alok Dhir (DIN: 00034335), Director, who retires from the Board in accordance with the provisions of the Article 128 of the Articles of Association of the Company and Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.”

Shri Aman Gupta, member, seconded the resolution.

The Chairman invited discussions on the resolution and declared the resolution passed on the basis of vote exercised through remote e-voting & by poll (at meeting), as per the details given below:

Item No. of Notice	Voting Method	Votes in Favour		Votes in Against		Invalid Votes
		No's	%	No's	%	No's
Item No. 2 (Ordinary Resolution)	Remote E-voting	1,79,99,769	99.99	20	0.00011	0
	Poll	18,59,781	100.00	0	00	0
	Total	1,98,59,550	99.99	20	0.01	0

The Chairman declared the resolution passed as unanimously.

ITEM NO. 3: TO APPOINT THE AUDITORS AND FIX THEIR REMUNERATION

Shri Deepak Sharma, member, proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Gupta Vigg & Co., Chartered Accountants (FRN: 001393N) be and are hereby appointed as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors."

Shri Nitin Singhal, member, seconded the resolution.

The Chairman invited discussions on the resolution and declared the resolution passed on the basis of vote exercised through remote e-voting & by poll (at meeting), as per the details given below:

Item No. of Notice	Voting Method	Votes in Favour		Votes in Against		Invalid Votes
		No's	%	No's	%	No's
Item No. 3 (Ordinary Resolution)	Remote E-voting	1,79,99,769	99.99	20	0.00011	0
	Poll	18,59,781	100.00	0	0	0
	Total	1,98,59,550	99.99	20	0.01	0

The Chairman declared the resolution passed as unanimously.

ITEM NO. 4: VOTE OF THANKS

Since there was no other business to transact, the meeting concluded with a vote of thanks the chair as proposed by Shri Deepak Sharma, member and seconded by Shri Nitin Singhal, member of the Company.

Date: 8th October, 2015

Place: New Delhi


(CHAIRMAN)