

## Scrutinizer's Report in respect of Postal Ballot Process

[Pursuant to section 110 of the Companies Act, 2013 and  
Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
THE CHAIRMAN  
LORDS CHLORO ALKALI LIMITED  
SP-460, MATSYA INDUSTRIAL AREA  
ALWAR, RAJASTHAN – 301030

Sub: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted in terms of provisions of Section 110 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof

Dear Sir,

1. The Board of Directors of LORDS CHLORO ALKALI LIMITED ('the Company) have vide resolution passed on 15<sup>th</sup> December, 2014, decided to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution as set out in the Notice dated 15th December, 2014 for obtaining the approval of members of the Company for the resolution stated in postal ballot notice.
2. The Company has provided the facility of voting through electronic means as well as through Postal Ballot as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with Clause 35B of Listing Agreement as entered by the Company with Stock Exchanges.
3. I, Mahindra Singh, Proprietor of Mahindra Singh & Co., Company Secretaries, having office at 117A, 1<sup>st</sup> Floor, MJ Complex, 3 Veer Savarkar Block, Shakarpur, Delhi- 110092, was appointed by the Company LORDS CHLORO ALKALI LIMITED as Scrutinizer for the purpose of conducting the postal ballot voting process and e-voting process under the provisions of section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 in a fair and transparent manner in respect of obtaining approval of shareholders on the resolutions mentioned in the Notice of Postal Ballot to be passed through postal ballot dated 15<sup>th</sup> December, 2014 of the Company **LORDS CHLORO ALKALI LIMITED**.



4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to Postal Ballot including e- voting as stated in the Notice of Postal Ballot of the Company. My responsibility as a scrutinizer in respect of Postal Ballot Process including e- voting is restricted to make a Scrutinizer's report for the votes cast "in favour" or "against" 'the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited- NSDL the authorized agency engaged by the Company to provide e-voting facilities for e-voting and report based on Ballot Papers received from the shareholders of the Company.
5. The Notice of Postal Ballot dated 15<sup>th</sup> December, 2014 along with the explanatory statement setting out material facts under section 102 of the Companies Act, 2013 were sent to the members of the Company.
6. The Members of the Company holding shares as on 16<sup>th</sup> January 2015 were entitled to vote on the resolutions proposed as set out in the notice.
7. The Company has issued Corrigendum in the Newspapers to clarify the date of appointment of Mr. Deepak Mathur w.e.f. 19<sup>th</sup> February 2015 instead of 19<sup>th</sup> January, 2015.
8. I submit my report as under:
  - a) The Company has also provided e-voting facility to all the Shareholders registered with the Company and entitled to vote as on 16<sup>th</sup> January, 2015 (Cut-off Date).
  - b) The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
  - c) All Postal Ballot Forms received up to the close of the working hours 06.00 pm on 28<sup>th</sup> February 2015, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
  - d) The Postal Ballot Forms were kept in my safe custody.
  - e) The e-voting period began at 9:00 a.m., on 30<sup>th</sup> January, 2015 and ended at 6:00 p.m., on 28<sup>th</sup> February, 2015.
  - f) The votes were unblocked at New Delhi on 28<sup>th</sup> February, 2015 at 06.21 p.m. in the presence of Mr. Vivek Kumar Sharma and Mr. Praful Kumar Sharma, who are not the employees of the Company, and who have signed below as witness to the unblocking of votes.
  - g) The total paid up Equity Share Capital of the Company as on 16<sup>th</sup> January, 2015 was Rs. 251,538,610/- ( Rupees Twenty Five Crore Fifteen Lacs Thirty Eight Thousand Six Hundred Ten Only) divided into 2,51,53,861/- (Two Crore Fifty One Lacs Fifty Three Thousand Eight Hundred Sixty One) shares of Rs. 10/- (Rupees Ten) each.



- h) Thereafter, the details containing, inter- alia list of equity shareholders who voted "FOR" and "AGAINST", were downloaded from e-voting enabling website of National Securities Depository Limited- NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
- i) Particulars of all votes received electronically from the Members and Votes casted by the members through physical postal ballot forms have been entered in a register separately maintained for this purpose.
- j) The result of the postal ballot forms and e-voting is provided hereunder:

**A. Resolution No.1:**

**Approval by way of Special Resolution for Creation of Mortgage and/or Charge over the moveable and immoveable properties of the Company.**

i) Voted in favour of the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	20	1,13,26,995	61.15674
Total Votes through Postal Ballot Forms	10	71,94,215	38.84303
TOTAL	30	1,85,21,210	99.99977

ii) Voted against the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	0	0	0
Total Votes through Postal Ballot Forms	1	42	0.00023
TOTAL	1	42	0.00023

iii) Invalid votes:

Particulars	Total number of members whose votes are declared invalid	Total number of votes cast by them
Total votes through e-voting	NIL	NIL
Total Votes through Postal Ballot Forms	NIL	NIL
TOTAL	NIL	NIL



**B. Resolution No.2:**

**Approval by way of Special Resolution for Increase in Remuneration of Mr. Ajay Virmani, Managing Director of the Company.**

i) Voted in favour of the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	17	1,13,26,934	61.15641
Total Votes through Postal Ballot Forms	10	71,94,215	38.84303
TOTAL	27	1,85,21,149	99.99944

ii) Voted against the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	3	61	0.00033
Total Votes through Postal Ballot Forms	1	42	0.00023
TOTAL	4	103	0.00056

iii) Invalid votes:

Particulars	Total number of members whose votes are declared invalid	Total number of votes cast by them
Total votes through e-voting	NIL	NIL
Total Votes through Postal Ballot Forms	NIL	NIL
TOTAL	NIL	NIL



**C. Resolution No.3:**

**Approval by way of Special Resolution for Reappointment and Payment of Remuneration to Mr. Ajay Virmani, Managing Director of the Company.**

i) Voted in favour of the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	18	1,13,26,955	61.15653
Total Votes through Postal Ballot Forms	10	71,94,215	38.84303
TOTAL	28	1,85,21,170	99.99956

ii) Voted against the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	2	40	0.00021
Total Votes through Postal Ballot Forms	1	42	0.00023
TOTAL	3	82	0.00044

iii) Invalid votes:

Particulars	Total number of members whose votes are declared invalid	Total number of votes cast by them
Total votes through e-voting	NIL	NIL
Total Votes through Postal Ballot Forms	NIL	NIL
TOTAL	NIL	NIL



D. Resolution No.4:

Approval by way of Ordinary Resolution for Appointment of Mr. Deepak Mathur, as Director of the Company.

i) Voted in favour of the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	19	1,13,26,975	61.15664
Total Votes through Postal Ballot Forms	10	71,94,215	38.84303
TOTAL	29	1,85,21,190	99.99967

ii) Voted against the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	1	20	0.00010
Total Votes through Postal Ballot Forms	1	42	0.00023
TOTAL	2	62	0.00033

iii) Invalid votes:

Particulars	Total number of members whose votes are declared invalid	Total number of votes cast by them
Total votes through e-voting	NIL	NIL
Total Votes through Postal Ballot Forms	NIL	NIL
TOTAL	NIL	NIL



**E. Resolution No.5:**

**Approval by way of Special Resolution for Appointment and Payment of remuneration to Mr. Deepak Mathur, as Director (Technical) of the Company.**

i) Voted in **favour** of the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	19	1,13,26,975	61.15664
Total Votes through Postal Ballot Forms	10	71,94,215	38.84303
<b>TOTAL</b>	<b>29</b>	<b>1,85,21,190</b>	<b>99.99967</b>

ii) Voted **against** the resolution:

Particulars	No. of members voting	No. of shares	% of total number of valid votes cast
Total votes through e-voting	1	20	0.00010
Total Votes through Postal Ballot Forms	1	42	0.00023
<b>TOTAL</b>	<b>2</b>	<b>62</b>	<b>0.00033</b>

iii) **Invalid** votes:

Particulars	Total number of members whose votes are declared invalid	Total number of votes cast by them
Total votes through e-voting	NIL	NIL
Total Votes through Postal Ballot Forms	NIL	NIL
<b>TOTAL</b>	<b>NIL</b>	<b>NIL</b>



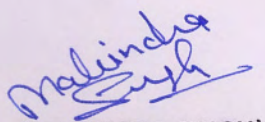
Agenda Item No. 1 to 5 of Postal Ballot Notice dated 15th December, 2014 mentioned above were passed including E-voting and Postal Ballot Forms with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Services Provider both electronically and physically, in respect of the votes casted through Postal Ballot including e- voting by the shareholders of the Company. The Ballot papers and all other papers relating to Postal Ballot including voting by electronic means, were sealed and handed over to **Mr. Sandeep Singh, Company Secretary of the Company.**

Thanking You.

Yours faithfully

For MAHINDRA SINGH & CO.  
COMPANY SECRETARIES



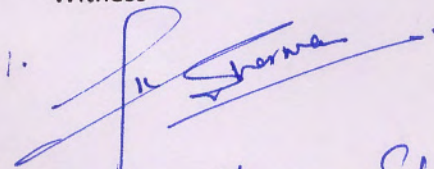
(MAHINDRA SINGH)  
Company Secretary  
M.No.: 25085; CP No. 9899



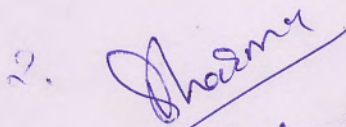
Place: New Delhi

Date: 02<sup>nd</sup> March, 2015

Witness

1. 

Pratul Kumar Sharma  
R/o Gali No. 2, South Ganesht Nagar  
Delhi - 92.

2. 

Vivek Kumar Sharma  
R/o. 47B, IIR, Sec. 2,  
Rajender Nagar, Sahibabad  
D.P.