

Dt. 28<sup>th</sup> September, 2017

**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai- 400001.**  
**Phones: 91-22-22721233/4, 91-22-66545695 (Hunting)**  
**Fax: 91-22-22721919**

**Scrip Code: 500284**

**Sub: Proceeding of 38<sup>th</sup> Annual General Meeting of**  
**Lords Chloro Alkali Limited alongwith Scrutinizer's Report**

Dear Sir,

Pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of proceeding of 38<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 27<sup>th</sup> September, 2017 alongwith the copy of the Scrutinizer's Report.

Request you to take the same on your record.

Thanking You,

Yours Faithfully  
For Lords Chloro Alkali Limited

  
Rajiv Kumar  
CFO



Encl: As above.

**LORDS CHLORO ALKALI LIMITED**

**PROCEEDINGS OF 38<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF LORDS CHLORO ALKALI LIMITED HELD ON WEDNESDAY, 27<sup>TH</sup> SEPTEMBER, 2017 COMMENCED ON 10.30 A.M. AND CONCLUDED AT 12.05 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, S.P. 460, MATSYA INDUSTRIAL AREA, ALWAR (RAJASTHAN) 301030.**

**PRESENT**

1. Shri Ajay Virmani, Chairman of the Meeting
2. Shri Yuvraj Ahuja Director & Member
3. Shri Madhav Dhir Director & Member
4. Shri Rajbir Singh Makhni Independent Director (Chairman of Audit Committee and on behalf of Chairman of Nomination & Remuneration Committee & Stakeholder Relationship Committee)
5. Shri Deepak Mathur Director

36 members were present as per attendance register.

Shri Awanish K. Dwivedi, Practising Company Secretary (C.P. No 9080), was present in the meeting as a Scrutinizer of the Company.

**IN ATTENDANCE**

At the outset Shri Rajiv Kumar, Chief Financial Officer of the Company welcomed the members at the 38<sup>th</sup> 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 members to elect one of the Directors as the Chairman of the Annual General Meeting:-

Shri Mahesh Yadav, 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 38<sup>th</sup> Annual General Meeting of the Company.”



Shri Sunil Jain, 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. He informed about the progress & profitability of the Company and also informed about future expansion & growth of the Company.

### **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 17<sup>th</sup> August 2017 convening 38<sup>th</sup> 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 pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the 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 Awanish K. Dwivedi, Practising Company Secretary (C.P. No 9080), appointed as scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. He further informed that the remote e-voting facility were available to all the members of the Company from Saturday, 23<sup>rd</sup> September, 2017 (9:00 am) to Tuesday, 26<sup>th</sup> September, 2017 (5:00 pm) 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 21<sup>st</sup> September 2017 were cast their vote electronically and by poll at the meeting.

On the day of meeting Shri Awanish K. Dwivedi, 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.

### **BOARDS' REPORT TO THE MEMBERS**

Audited Financial Statement for the year ended on 31<sup>st</sup> March, 2017 alongwith the Borads' 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: Considered and adopted Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon.

Shri Nitin Singhal, member, proposed the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements as on 31<sup>st</sup> March, 2017 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 Deepak Sharma, 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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 1 (as Ordinary Resolution)	E-Voting	1,63,39,093	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,765</b>	<b>100</b>	Nil	Nil	Nil

The Chairman declared the resolution passed as unanimously.

### Item No. 2: Appointment of Director in place of Shri Rakesh Ahuja (DIN: 00224315), who retires by rotation and being eligible, offers himself for re-appointment

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

“**RESOLVED THAT** Shri Rakesh Ahuja (DIN: 00224315), Director, who retires from the Board in accordance with the provisions of the Article 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 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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	1,63,39,079	99.99	15	0.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,751</b>	<b>99.99</b>	<b>15</b>	<b>0.01</b>	<b>Nil</b>

The Chairman declared the resolution passed as unanimously.

**Item No. 3: Ratified the appointment of Statutory Auditors of the Company**

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

“**RESOLVED THAT** in line with the resolution passed by the shareholders in their 37<sup>th</sup> Annual General Meeting (AGM) held for the F/Y 2015-16 appointing of M/s. Gupta Vigg & Co., Chartered Accountants (FRN:001393N) for a period of Five years and pursuant to the provisions of section 139, 142 and all 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), the members of the Company hereby ratifies their appointment as statutory auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 39<sup>th</sup> Annual General Meeting of the Company to be held for the financial year 2017-18, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	1,63,39,094	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,766</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

The Chairman declared the resolution passed as unanimously.



**Item No. 4: Re-appointment of Shri Rajbir Singh Makhni as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Rajbir Singh Makhni (DIN: 01161473), who was appointed as an independent director in the 35<sup>th</sup> AGM and who holds office of Independent Director upto 29<sup>th</sup> September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30<sup>th</sup>, 2017.”

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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 4 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	0.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,751</b>	<b>99.99</b>	<b>15</b>	<b>.01</b>	<b>Nil</b>

The Chairman declared the resolution passed as unanimously.

**Item No. 5: Re-appointment of Shri Pawan Kumar Nayyar as an Independent Director of the Company.**

Shri Sandeep Singh, member, proposed the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Pawan Kumar Nayyar (DIN: 01798719), who was appointed as an independent director in the 35<sup>th</sup> AGM and who holds office of Independent Director upto 29<sup>th</sup> September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable



to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30<sup>th</sup>, 2017.”

Shri Deepak Sharma, 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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 5 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,751</b>	<b>99.99</b>	<b>15</b>	<b>.01</b>	<b>Nil</b>

The Chairman declared the resolution passed as unanimously.

**Item No. 6: Re-appointment of Shri Sandeep Chaudhari as an Independent Director of the Company.**

Shri Anuj Sharma, member, proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Sandeep Chaudhari (DIN: 02719351), who was appointed as an independent director in the 35<sup>th</sup> AGM and who holds office of Independent Director upto 29<sup>th</sup> September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30<sup>th</sup>, 2017.”

Shri Sanjay 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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 6 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,751</b>	<b>99.99</b>	<b>15</b>	<b>.01</b>	<b>Nil</b>



The Chairman declared the resolution passed as unanimously.

**Item No. 7: Re-appointment of Shri Chandra Shakher Pathak as an Independent Director of the Company.**

Shri Parvinder, member, proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Chandra Shakher Pathak (DIN: 02973601), who was appointed as an independent director in the 35<sup>th</sup> AGM and who holds office of Independent Director upto 29<sup>th</sup> September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30<sup>th</sup>, 2017.”

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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 7 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,751</b>	<b>99.99</b>	<b>15</b>	<b>.01</b>	<b>Nil</b>

The Chairman declared the resolution passed as unanimously.

**ITEM NO. 8: Re-appointment of Mrs. Poonam Rawat as an Independent Director of the Company**

Shri Deepak Sharma, member, proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Mrs. Poonam Rawat (DIN: 00821310), who was appointed as an independent director in the 35<sup>th</sup> AGM and who holds office of Independent Director upto 29<sup>th</sup> September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of



Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30<sup>th</sup>, 2017.”

Shri Mahesh Yadav, 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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 8 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,751</b>	<b>99.99</b>	<b>15</b>	<b>.01</b>	Nil

The Chairman declared the resolution passed as unanimously.

**ITEM NO. 9: Re-Appointment of Shri Shiv Dutt Sharma as an Independent Director of the Company.**

Shri Sunil Jain, member, proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri Shiv Dutt Sharma (DIN: 03197973), who was appointed as an independent director in the 35<sup>th</sup> AGM and who holds office of Independent Director upto 29<sup>th</sup> September, 2017 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 30<sup>th</sup>, 2017.”

Shri Parvinder, 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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 9 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,751</b>	<b>99.99</b>	<b>15</b>	<b>.01</b>	<b>Nil</b>

The Chairman declared the resolution passed as unanimously.

**ITEM NO. 10: Ratified the remuneration of the Cost Auditors for the Financial Year 2017-18.**

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

**“RESOLVED THAT** pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration, as approved by the Board of Directors and set out in the statement annexed to the notice, to be paid to the Cost Auditors M/s. Goyal, Goyal & Associates, Cost Accountants, Delhi (FRN : 000100) appointed by the Board of Directors at their meeting held on 29th May, 2017 to conduct the audit of the cost records of the company for the Financial Year 2017-18.

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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 10 (as Ordinary Resolution)	E-Voting	1,63,39,094	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,766</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

The Chairman declared the resolution passed as unanimously.

**ITEM NO. 11: Approval for entering into Related Party Transactions by the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under and regulation 23 of the SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to enter into the material related party transactions by the Company of the value of Rs. 25 Crores (Rupees Twenty Five Crores only) as per details as set out under item no. 11 of the Statement annexed to this notice and that the Board of Directors be and are hereby authorize to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

Shri Parvinder, 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 assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 11 (as Ordinary Resolution)	E-Voting	1,63,39,094	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,72,766</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

The Chairman declared the resolution passed as unanimously.

**ITEM NO. 12: 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 Nitin Singhal, member and seconded by Shri Deepak Kumar, member of the Company.

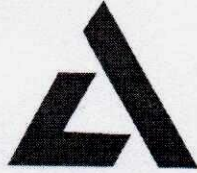
**Date: 28<sup>th</sup> September, 2017**

**Place: New Delhi**

  
(CHAIRMAN)







**AWANISH  
DWIVEDI & ASSOCIATES**  
COMPANY SECRETARIES

A-308, LGF, Defence Colony,  
New Delhi - 110024  
Tel. : 011- 46074119, Cell : +91 9871415344  
Email : adassociates.asia@gmail.com  
awanishcorporate@gmail.com  
Web. : www.awanishdwivedi.info

**Scrutinizer's Report**

Pursuant to section 108 of the Companies Act, 2013  
[Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
Mr. Ajay Virmani  
The Chairman of the  
38<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
LORDS CHLORO ALKALI LIMITED  
Held on 27<sup>th</sup> September, 2017 at SP-460, Matsya Industrial Area,  
Alwar (Rajasthan) - 301030

**Sub: Scrutinizer's Report on remote e-voting/physical voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.**

Dear Sir,

Please refer to my consent letter dated 1<sup>st</sup> August, 2017 for acting as a Scrutinizer for the purpose of scrutinizing the physical ballot and remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on poll and remote e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

I, **CS Awanish K. Dwivedi**, proprietor of **M/s. Awanish Dwivedi & Associates**, Company Secretaries having office at A-308, LGF, Defence Colony, New Delhi-110024, submit our report as under:

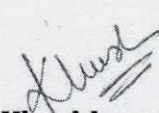
1. As required under Section 101 and Section 108 of the Companies Act, 2013, notice of the 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of Lords Chloro Alkali Limited ("**the Company**"), to be held on Wednesday, 27<sup>th</sup> day of September, 2017 at 10:30 A.M. at the registered Office of the Company at SP-460, Matsya Industrial Area, Alwar (Rajasthan) - 301030 were sent to the members;

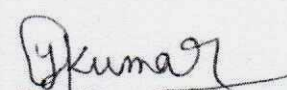


N



2. The Shareholders holding shares as on the "cut off" date i.e. 21<sup>st</sup> day of September, 2017 were entitled to vote on the proposed resolution (11 items as set out in the Notice of the 38<sup>th</sup> AGM of Lords Chloro Alkali Limited).
3. Detailed instructions relating to e-voting facility along with login details were provided to the members;
4. The Company has also published the information relating to e-voting in two newspapers namely, Naya India (The Hindi Daily) and Business Standard (The English Daily) dated 5<sup>th</sup> September, and 4<sup>th</sup> September, 2017 respectively.
5. The e-voting period commenced on Saturday, 23<sup>th</sup> September, 2017 at 09:00 A.M. and concluded on Tuesday, 26<sup>th</sup> September, 2017 at 05:00 P. M.
6. After the time fixed for closing of the poll by the Chairman during the Annual General Meeting, (1) one ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, M/s Alankit Assignments Limited and the authorizations / proxies lodged with the Company.
8. The members have casted their vote through e-voting facility provided by the National Securities Depository Limited ("the NSDL") on the designated website <https://www.evoting.nsdl.com>
9. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.
10. No members, who have used the facility of remote e-voting, have casted their vote in the Annual General Meeting of the Company.
11. The votes were unblocked on Wednesday, 27<sup>th</sup> September, 2017 in the presence of 2 (two) witnesses Ms. Khushboo Arora and Mr. Yogesh Kumar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
**Ms. Khushboo Arora**

  
**Mr. Yogesh Kumar**



*N*



12. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of the NSDL.

The results of the Remote E-voting together with the voting through Ballot Paper carried out at venue of the AGM are as under:

Details	Remote E-voting	Polling	Total Voting
Number of members who cast their votes	18	34	52
Total number of votes cast by them	1,63,39,094	16,33,672	1,79,72,766

Note: Break up votes cast through remote e-voting and voting at the meeting through ballot papers for each individual item of the Notice is given below.

- I. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 (as Ordinary Resolution)	E-Voting	1,63,39,093	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,765	100	Nil	Nil	Requisite Majority of members have casted their votes in favour of the resolution.



N



**II. To re-appoint Shri Rakesh Ahuja (Din 00224315), who Retire by rotation and being eligible, offers himself for re-appointment.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	1,63,39,079	99.99	15	0.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,751	99.99	15	0.01	Requisite Majority of members have casted their votes in favour of the resolution.

**III. Ratification of appointment of Statutory Auditor for F/Y2017-18.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	1,63,39,094	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil



N



Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,766	100	Nil	Nil	Requisite Majority of members have casted their votes in favour of the resolution.

**IV. To re-appoint Shri Rajbir Singh Makhni as an Independent Director of the company.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 4 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	0.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,751	99.99	15	.01	Requisite Majority of members have casted their votes in favour of the resolution.

**V. To re-appoint Shri Pawan Kumar Nayyar as an Independent Director of the Company.**

Voted in "Favour" or "Against" of the resolution:



*Handwritten signature*



Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 5 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,751	99.99	15	.01	Requisite Majority of members have casted their votes in favour of the resolution.

**VI. To re-appoint Shri Sandeep Chaudharias an Independent Director of the Company.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 6 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,751	99.99	15	.01	Requisite Majority of members have casted their votes in favour of the resolution.



N



**VII. To re-appoint Shri Chandra Shakher Pathak as an Independent Director of the Company.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 7 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,751	99.99	15	.01	Requisite Majority of members have casted their votes in favour of the resolution.

**VIII. To re-appoint Mrs. Poonam Rawat as an Independent Director of the Company.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 8 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,751	99.99	15	.01	Requisite Majority of members have casted their votes in favour of the resolution.



N



**IX. To re-appoint Shri Shiv Dutt Sharma as an Independent Director of the Company.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 9 (as Special Resolution)	E-Voting	1,63,39,079	99.99	15	.01	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,751	99.99	15	.01	Requisite Majority of members have casted their votes in favour of the resolution.

**X. To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 10 (as Ordinary Resolution)	E-Voting	1,63,39,094	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,766	100	Nil	Nil	Requisite Majority of members have casted their votes in favour of the resolution.



N



**XI. To approve the related party transactions.**

Voted in "Favour" or "Against" of the resolution:

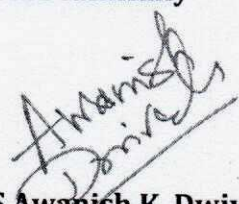
Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 11 (as Ordinary Resolution)	E-Voting	1,63,39,094	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

Total Votes in assent		Total Votes in dissent		Outcome
Nos.	%age	Nos.	%age	
1,79,72,766	100	Nil	Nil	Requisite Majority of members have casted their votes in favour of the resolution.

13. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You.

Yours faithfully

  
CS Awanish K. Dwivedi  
AWANISH DWIVEDI & ASSOCIATES  
Company Secretaries  
FCS NO.: 8055  
CP NO.: 9080

  
Chairman/ person authorised by him

PLACE: NEW DELHI  
DATE: 28/09/2017

