

**AWANISH
DWIVEDI & ASSOCIATES**
COMPANY SECRETARIES

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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
38th Annual General Meeting of the Equity Shareholders of
LORDS CHLORO ALKALI LIMITED
Held on 27th 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 1st 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.

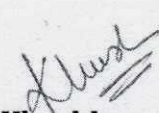
I, **CS Awanish K. Dwivedi**, proprietor of **M/s. Awanish Dwivedi & Associates**, Company Secretaries having office at A-308, LGF, Defence Colony, New Delhi-110024, submit our report as under:

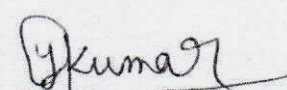
1. As required under Section 101 and Section 108 of the Companies Act, 2013, notice of the 38th Annual General Meeting of the Equity Shareholders of Lords Chloro Alkali Limited ("**the Company**"), to be held on Wednesday, 27th day of September, 2017 at 10:30 A.M. at the registered Office of the Company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



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2. The Shareholders holding shares as on the "cut off" date i.e. 21st day of September, 2017 were entitled to vote on the proposed resolution (11 items as set out in the Notice of the 38th 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 5th September, and 4th September, 2017 respectively.
5. The e-voting period commenced on Saturday, 23rd September, 2017 at 09:00 A.M. and concluded on Tuesday, 26th 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, 27th 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



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.



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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



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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:



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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.



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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.



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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.



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XI. To approve the related party transactions.

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

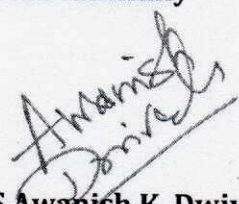
Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 11 (as Ordinary Resolution)	E-Voting	1,63,39,094	100	Nil	Nil	Nil
	Poll	16,33,672	100	Nil	Nil	Nil

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

