

**LORDS CHLORO ALKALI LIMITED**

**CIN : L24117RJ1979PLC002099**

Registered office: SP-460, Matsya Industrial Area, Alwar-301030 (Rajasthan)

Corporate Office : A-263, 2nd Floor, Defence Colony, New Delhi-110024

Phones:+91-11-46865999, 41627937, E-mail Id: secretarial@lordschloro.com

**NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013 and rules made thereunder)**

Dear Shareholders,

Notice is hereby given that the following resolutions are required to be passed through Postal Ballot pursuant to the provisions of the Section 110, 180(1)(a), 196 & 197 of the Companies Act, 2013 and rules made thereunder read with Schedule-V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) for seeking consent of members of the Company by passing Special/ Ordinary Resolutions by way of Postal Ballot.

The Board of Directors of the Company has appointed Mr. Mahindra Singh (C.P. No 9899), proprietor of M/s. Mahindra Singh & Company, Practicing Company Secretaries, New Delhi as scrutinizer to scrutinize the Ballot Papers received from the Members and for conducting the postal ballot process (including e-voting) in a fair and transparent manner .

You are requested to read the instructions attached herewith, record your assent (for) or dissent (against) therein by filing necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre paid in land letter (if posted in India) so as to reach the scrutinizer not later than the close of working hours i.e 6.00 pm. on 28<sup>th</sup> February, 2015.

In compliance with the provision of section 108, 110, 180(1)(a), 196 & 197 read with Schedule-V of the Companies Act, 2013 & rules made thereunder and clause 35 B of the Listing Agreement, the Company is also offering e-Voting facility as an alternate mode of voting, to its members who can cast their vote electronically instead of physical submission to the postal ballot forms. For this purpose, the Company has signed an agreement with National Depository Services Limited (NSDL) for facilitating the e-voting platform. Upon completion of the scrutiny of forms and electronic responses, the scrutinizers will submit his report to the Chairman of the Company. The Results of the postal ballot will be announced by the Company Secretary on 3<sup>rd</sup> March, 2015 at the Corporate office of the Company.

The aforesaid results shall be intimated to the Stock Exchange(s) where the shares of the Company is listed and displayed on the website of the Company and website of NSDL.

The Members are requested to consider and, if thought fit, to pass the following resolutions. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results of Postal Ballot.

## **SPECIAL BUSINESS**

### **Item No 1. Creation of Mortgage and / or Charge over the moveable and immoveable properties of the Company.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** consent of the Company be and is hereby accorded in terms of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, to mortgage and/ or create a charge on the immoveable and moveable properties of the Company wheresoever situate, present and future, and the whole of the undertaking of the Company to or in favour of institutions / banks / NBFC Co(s) / Body Corporate / Individuals / other funding agencies (lenders) or the trustees for the lenders of the Company to secure the financial assistances granted / to be granted by the lenders upto an amount in the aggregate not exceeding Rs. 50 crores, together with all interest thereon, commitment charge, costs, charges, expenses and all other moneys payable by the Company to the lenders in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalise with the lenders / trustees for the lenders of the Company documents for creating aforesaid mortgage and /or charge and to do all such acts and things as may be necessary for giving effect to the above resolutions.”

### **Item No 2. Increase in Remuneration of Mr. Ajay Virmani, Managing Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** subject to the provisions of Section 196 & 197 of the Companies Act, 2013 and rules made thereunder, read with Schedule-V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval from Central Government (if required), consent of the Shareholders of the Company be and are hereby accorded to increase in the remuneration of Mr. Ajay Virmani, Managing Director of the Company from Rs. 36.00 lacs per annum to not exceeding the ceiling limit of Rs. 84 lacs per annum (not exceeding the ceiling limit of Rs. 7 lacs per month) inclusive of perquisites and allowance as approved by the Board of Directors with effect from 1<sup>st</sup> January, 2015, other terms and condition of appointment remaining unchanged.

**RESOLVED FURTHER THAT** in the event of Company having no profit or inadequacy of profit in any financial year, the Company may pay to Mr. Ajay Virmani, Managing Director of the Company remuneration by way of salary, includes perquisites and allowances as approved by the Board of Directors, not exceeding the ceiling limit of Rs. 84 lacs per annum (not exceeding the ceiling limit of Rs. 7 lacs per month) or within the limit approved by the Central Government or limits specified under Section II of Part II of Schedule-V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or as may be otherwise considered by the Board to be in the best interest of the Company.”

**Item No 3. Reappointment and payment of Remuneration to Mr. Ajay Virmani, Managing Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to the provisions of Section 196 & 197 of the Companies Act, 2013 and rules made thereunder read with Schedule-V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval from Central Government (if required), consent of Shareholders of the Company be and are hereby accorded for re-appointment of Mr. Ajay Virmani as Managing Director of the Company for a further period of 3 years w.e.f. 12th July, 2015 with a payment of remuneration not exceeding the ceiling limit of Rs. 84 lacs per annum (not exceeding the ceiling limit of Rs. 7 lacs per month) inclusive of perquisites and allowances as approved by the Board of Directors.

**RESOLVED FURTHER THAT** in the event of Company having no profit or inadequacy of profit in any financial year, the Company may pay to Mr. Ajay Virmani, Managing Director of the Company remuneration by way of salary, includes perquisites and allowances as approved by the Board of Directors, not exceeding the ceiling limit of Rs. 84 lacs per annum (not exceeding the ceiling limit of Rs. 7 lacs per month) or within the limit approved by the Central Government or limits specified under Section II of Part II of Schedule-V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or as may be otherwise considered by the Board to be in the best interest of the Company.”

**Item No 4. Appointment of Mr. Deepak Mathur, as Director of the Company**

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Deepak Mathur who was appointed as an Additional Director of the Company w. e. f. 19<sup>th</sup> February, 2015, be and is hereby appointed as Director of the Company.”

**Item No 5. Appointment and payment of remuneration to Mr. Deepak Mathur, as Director (Technical) of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** subject to the provisions of Section 196 & 197 of the Companies Act, 2013 and rules made thereunder read with Schedule-V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval from Central Government (if required), consent of Shareholders of the Company be and are hereby accorded for appointment of Mr. Deepak Mathur as Director (Technical) and Occupier of the factory for a period of 3 years w.e.f. 19<sup>th</sup> February, 2015 with a payment of remuneration of Rs. 31 lacs per annum (Rs. 2.58 lacs per month) inclusive of all perquisites and allowances as approved by the Board of Directors.

**RESOLVED FURTHER THAT** in the event of Company having no profit or inadequacy of profit in any financial year, the Company may pay to Mr. Deepak Mathur, Director (Technical) of the Company, remuneration by way of salary, inclusive of perquisites and allowances as approved by the Board of Directors, not exceeding the ceiling limit of Rs. 31 lacs per annum (Rs. 2.58 lacs per month) or within the limit approved by the Central Government or limits specified under Section II of Part II of Schedule-V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or as may be otherwise considered by the Board to be in the best interest of the Company.”

**By Order of the Board  
For Lords Chloro Alkali Limited**

Date: 15<sup>th</sup> December, 2014  
Place: New Delhi

**Ajay Virmani  
(Managing Director)  
DIN: 00758726**

**NOTES:**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, is annexed hereto.
2. The Board of Directors of the Company has appointed Mr. Mahindra Singh of M/s. Mahindra Singh & Company, Companies Secretaries, New Delhi as the Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

3. The Notice is being sent to all the members, whose names appears in the Registers of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 16<sup>th</sup> January, 2015 (Cut off date).
4. As per section 110 of the Act and rules made thereunder and clause 35 B of the Listing Agreement, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories / with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Courier.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply inland letter are attached to this Notice. The self-addressed letters bears the address to which duly completed Postal Ballot Form is to be sent.
6. In terms of Section 108, 110, 180(1)(a), 196 & 197 read with Schedule-V of the Companies Act, 2013 read with Rules made thereunder and clause 35 B of the Listing Agreement with the Stock Exchange, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under the notice of Postal Ballot.
7. The Shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed inland letter. However Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer on or before the closing of working hours 6.00 pm on 28<sup>th</sup> February, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholders(s). Unsigned Postal Ballot Form/s will be rejected. The e-voting module shall also be disabled by NSDL for voting thereafter.
9. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Form but not later than the close of working hours of 3<sup>rd</sup> March, 2015.
10. The result of the voting by Postal Ballot will be declared at the Corporate Office of the Company at A-263, 2<sup>nd</sup> Floor, Defence Colony, New Delhi-110024 on 3<sup>rd</sup> March, 2015 at 4.00 p.m. The result will be posted on the website of the Company [www.lordschloro.com](http://www.lordschloro.com), and shall also be submitted to the Stock Exchange on which the Company is listed and also submitted to NSDL. The date of declaration of postal ballot result will be taken as the date of passing of resolutions.

11. The Postal Ballot Notice is also being uploaded on the Company's website viz., [www.lordschloro.com](http://www.lordschloro.com) and of NSDL viz <https://www.evoting.nsdl.com/>
12. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts is open for inspection by the Members at the Registered Office of the Company between 10.00a.m to 12 noon on all working days except Saturdays, Sundays and national holidays.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IS ANNEXED HERETO.**

**ITEM NO.1**

The Company is planning for expansion of business operations in plant and revamping the existing plant, for this purpose Company is require to borrow money from various institutions / banks / NBFC Co(s) / Body Corporate / Individuals / other funding agencies (lenders) to the extent of Rs. 50 crores.

As the assistances from the institutions / banks / NBFC Co(s) / Body Corporate / Individuals / other funding agencies (lenders) provided / agreed to be provided to the Company have to be secured by the mortgage and charge over assets of the Company, both present and future movable and immovable property. Therefore, consent of the shareholders required by passing Special Resolution as mentioned in the item No. 1 of notice of the Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at item no. 1 of the notice.

Hence, your Directors recommend you to pass the proposed resolution as a **Special Resolution**.

**ITEM NO. 2 & 3**

Mr. Ajay Virmani, Chartered Accountant, appointed as Managing Director of the Company for a period of three years w.e.f. 12th July, 2012, with a payment of remuneration of Rs. 36.00 lacs per annum (Rs. 3.00 lacs per month) (CTC) besides perquisites and allowances as approved by the Board of Directors.

Further pursuant to section 196 & 197 read with Schedule-V of the Companies Act, 2013, and subject to the approval of the shareholders and approval of the Central Govt. (if required), and after reviewed and recommended by the Nomination and Remuneration Committee, the Board has enhanced the remuneration from Rs. 36 lacs to not exceeding the ceiling limit of Rs. 84 lacs per annum (not exceeding the ceiling limit of Rs. 7 lacs per month) with effect from 1<sup>st</sup> January, 2015 other terms and condition including perquisites remaining unchanged.

Therefore, resolution for increases in remuneration payable to Mr. Ajay Virmani, Managing Director, within the limit of Schedule-V of the Companies Act, 2013, require the approval of the

shareholders by passing Special Resolution pursuant to the provisions of the Companies Act, 2013 and resolution as set at item no. 2 is intended for this purpose.

The Terms of service of Managing Director is going to be expired in the month of July, 2015, therefore pursuant to the provision of section 196 & 197 of the Companies Act, 2013 and rules made thereunder read with Schedule-V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) Act, 2013, the Board of Directors on the recommendation of Nomination & Remuneration Committee, proposed to reappoint Mr. Ajay Virmani as Managing Director of the Company for further period of three years w.e.f 12<sup>th</sup> July, 2015 with a payment of remuneration not exceeding the ceiling limit of Rs. 84 lacs per annum (not exceeding the ceiling limit of Rs. 7 lacs per month) inclusive perquisites and allowances as approved by the Board of Directors.

**In this regard, the details under Section-II of Part-II of Schedule – V of the Companies Act, 2013, required for the resolutions mentioned in item No. 2 & 3 of the Notice, the following information is furnished below for resolution No. 2 & 3.**

**(I) General Information :**

(1) Nature of Industry: Company is engaged in manufacturing of Caustic Soda, Liquid Chlorine, Stable Bleaching Powder, Hydrochloric Acid, Trichloroethylene and Hydrogen Gas.

(2) Date of Commencement of Commercial Production: The Company commenced production of Caustic Soda in April 1973 with a capacity of 125 tonnes per day.

(3) Financial Performance:

(Rs. in lac)

Year	2013-14 (Audited)	2012-13 (Audited)	2011-12 (Audited)
Sales	-	-	2912.31
Net Profit/(Loss)	(422.42)	(322.88)	(822.89)

**(II) Information about the appointee:**

**1) Background Details:**

Mr. Ajay Virmani, Chartered Accountant, appointed as Managing Director of the Company w.e.f. 12<sup>th</sup> July, 2012. He is a high caliber professional and is ideally suited for this position. He is fully equipped to facilitate the operation of the Company due to his vital experience of over 28 years.

**(2) Past Remuneration:**

He was appointed as Executive Director & CEO of the Company for a period of three years w.e.f. 14-05-2010 with a payment of Remuneration of Rs. 3.00 lacs per month besides perquisites and allowances as approved by the Board of Directors.

**(3) Job profile and his suitability:**

For the purpose of turnaround the Company to the profitability, revamp of the plant, expansion of capacity of production and other project, the Board of Directors of the Company in their meeting held on 12-07-2012, appointed Mr. Ajay Virmani as Managing Director of the Company for the period of three years with the remuneration subject to approval of shareholders and Central Government (if required).

**(4) Remuneration proposed:**

The details of remuneration proposed to be paid to Mr. Ajay Virmani as Managing Director of the Company are furnished in the resolution proposed for member's approval under Item No. 2 & 3 of this Notice.

**(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The prevalent level remuneration in Chemicals Industries is higher. Taking into account the academic background, qualification and experience of Mr. Ajay Virmani as Managing Director of the Company, his invaluable contribution to the Company, his vital role, the proposed remuneration to the appointee is reasonable.

**(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr. Ajay Virmani as Managing Director has no pecuniary relationship with the Company or Key Managerial Personnel of the Company or their relatives (except to the extent of the remuneration received/receivable from the Company as Managing Director).

**(III) Other Information:**

**(A) Reasons of loss or inadequacy of profit**

During the year, plant was closed as the major equipments of the plant require revamp. The life of Anodes, Cathodes and Membranes has got exhausted and these require replacement. The Company has already procured the required spare parts from the OE suppliers of these items and replaced the necessary plant and machinery in the plant. The Plant is now set to restart shortly.

**(B) Steps taken or proposed to be taken for improvement**

The Company is taking steps for revamping the plant, executed the purchase order for equipments / machinery etc., increasing efficiencies and increasing capacity of the plant, to bring down the cost of production. The Company is in process of availing of loan facility from Bank / Financial Institutions / NBFC etc.



### **(C) Expected increase in productivity and profits in measurable terms**

The Company has taken up effective steps and executed the order for import of machinery, parts etc. for revamping the whole plant and installed the same in plant, shortly the production will be commenced.

### **(IV) Disclosures:**

1. Remuneration proposed to payable to Mr. Ajay Virmani is not exceeding the ceiling limit of Rs.84 lacs per annum (not exceeding the ceiling limit of Rs. 7 lacs per month) inclusive of perquisites and allowances.
2. The prevalent level remuneration in Chemicals Industries is higher. Taking into account the academic background, qualification and experience of Mr. Ajay Virmani as Managing Director of the Company, his invaluable contribution to the Company, his vital role, the proposed remuneration to the appointee is reasonable.

Except Mr. Ajay Virmani as Managing Director, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at item No. 2 & 3 of the notice.

Hence, your Directors recommend you to pass the proposed resolution as mentioned in item No. 2 & 3 of the Notice, as Special Resolutions.

### **ITEM NO. 4 & 5**

Mr. Deepak Mathur was appointed as an Additional Director on the Board of the Company w.e.f. 19<sup>th</sup> February, 2015. As per the provision of section 2(n) of the Factories Act, 1948, Company need to appoint a Director as Occupier of the Factory to look after all the compliances under Factories Act and other applicable Industrial Laws. Therefore your Director recommended to appoint Mr. Deepak Mathur as Director (Technical) and Occupier of the Factory of your approval.

Further pursuant to section 196 & 197 read with Schedule-V of the Companies Act, 2013, and subject to the approval of the shareholders and approval of the Central Govt. (if required), and after reviewed and recommended by the Nomination and Remuneration Committee, the Board appointed Mr. Deepak Mathur as Director (Technical) on the Board of the Company for the period of three years on a remuneration of Rs. 31 lacs per annum inclusive of perquisites and allowances w.e.f. 19<sup>th</sup> February, 2015.

Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mr. Deepak Mathur as Director (Technical) of the Company. Therefore, the resolution and other terms and condition of appointment of Mr. Deepak Mathur, as Director (Technical) including the remuneration require approval of the Shareholders in pursuant to the provision of Companies Act, 2013 and resolution as set out in item No. 4 & 5 is intended for this purpose.

**In this regard, the details under Section-II of Part-II of Schedule – V of the Companies Act, 2013, required for the resolutions mentioned in item No.4 & 5 of the Notice, the following information is furnished below:**

**(I) General Information :**

(1) Nature of Industry: Company is engaged in manufacturing of Caustic Soda, Liquid Chlorine, Stable Bleaching Powder, Hydrochloric Acid, Trichloroethylene and Hydrogen Gas.

(2) Date of Commencement of Commercial Production: The Company commenced production of Caustic Soda in April 1973 with a capacity of 125 tonnes per day.

(3) Financial Performance:

	(Rs. in lac)		
Year	2013-14 (Audited)	2012-13 (Audited)	2011-12 (Audited)
Sales	-	-	2912.31
Net Profit/(Loss)	(422.42)	(322.88)	(822.89)

**(II) Information about the appointee:**

**(1) Background Details:**

Mr. Deepak Mathur, Chemical Engineer, having 30 years experience in manufacturing, project, & engineering operations. He is a high caliber professional is ideally suited for this position since as a Chemical Engineer and having vast experience in chemical Company, he is fully equipped to facilitate the operation of the Company due to his vital experience in the industry.

**(2) Past Remuneration:**

He was working as Vice President (Operations) with M/s. SEL Manufacturing Company Ltd. in Ludhiana, w.e.f. 18<sup>th</sup> May, 2013 with a payment of Remuneration of Rs. 31.00 lacs per annum inclusive of perquisites and allowances..

**(3) Job profile and his suitability:**

For the purpose of turnaround the Company to the profitability, revamp of the plant, expansion of capacity of production and other project, the Board of Director of the Company in their meeting held on 15<sup>th</sup> December, 2014, appointed Mr. Deepak Mathur as Director (Technical) of the Company for the period of three year w.e.f. 19<sup>th</sup> February, 2015 with the remuneration subject to approval of shareholders and Central Government (if required).

**(4) Remuneration proposed:**

The details of remuneration proposed to be paid Mr. Deepak Mathur as Director (Technical) of the Company are furnished in the resolution proposed for member's approval under Item No. 5 of this Notice.

**(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The prevalent level remuneration in Chemicals Industries is higher. Taking into account the academic background, qualification and experience of Mr. Deepak Mathur as Director (Technical) of the Company, his invaluable contribution to the Company, his vital role, the proposed remuneration to the appointee is reasonable.

**(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr. Deepak Mathur as Director (Technical) has no pecuniary relationship with the Company or Key Managerial Personnel of the Company or their relatives (except to the extent of the remuneration received/receivable from the Company as Director (Technical)).

**(III) Other Information:**

**(A) Reasons of loss or inadequacy of profit**

During the year, plant was closed as the major equipments of the plant require revamp. The life of Anodes, Cathodes and Membranes has got exhausted and these require replacement. The Company has already procured the required spare parts from the OE suppliers of these items and replaced the necessary plant and machinery in the plant. The Plant is now set to restart shortly.

**(B) Steps taken or proposed to be taken for improvement**

The Company is taking steps for revamping the plant, executed the purchase order for equipments / machinery etc., increasing efficiencies and increasing capacity of the plant, to bring down the cost of production. The Company is in process of availing of loan facility from Bank / Financial Institutions / NBFC etc.

**(C) Expected increase in productivity and profits in measurable terms**

The Company has taken up effective steps and executed the order for import of machinery, parts etc. for revamping the whole plant and installed the same in plant, shortly the production will be commenced.

**(IV) Disclosures:**

1. Remuneration proposed to payable to Mr. Deepak Mathur is Rs. 31 lacs per annum inclusive of perquisites and allowances.
2. The prevalent level remuneration in Chemicals Industries is higher. Taking into account the academic background, qualification and experience of Mr. Deepak Mathur as Director (Technical) of the Company, his invaluable contribution to the Company, his vital role, the proposed remuneration to the appointee is reasonable.

Except Mr. Deepak Mathur as Director (Technical), none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 & 5 of the notice.

Hence, your Directors recommend you to pass the proposed resolution as set out in item no. 4 as an Ordinary Resolution and set out in item no. 5 as a Special Resolution.

**By Order of the Board  
For Lords Chloro Alkali Limited**

**Date: 15<sup>th</sup> December, 2014**

**Place: New Delhi**

**Ajay Virmani  
Managing Director  
DIN: 00758726**

#### **INSTRUCTION FOR VOTING BY PHYSICAL POSTAL BALLOT FORM**

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after Signature to the Scrutinizer in the attached self-addressed postal prepaid inland letter which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the Shareholder will also be accepted. The Shareholders are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
2. The self-addressed letters bears the address to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the Shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name Shareholder and his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(S) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Forms should be signed by the authorized signatory, whose signature is already registered with Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/ authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. The Duly Completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of 28<sup>th</sup> February, 2015 (6.00 pm). Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The Shareholders are

requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.

6. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an email to [secretarial@lordschloro.com](mailto:secretarial@lordschloro.com).
9. The votes should be cast either in favour of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.
10. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

**The procedure with respect to e-voting is provided below: -**

The instructions for shareholders for e-voting are as under:

- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agents):
  - (i) Open email and open PDF file viz., **lords e-voting.pdf** with your client ID or folio number as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) The members of the Company who had not registered their e-mail id with the Company/ RTA shall be sent their User's ID & Passwords along with the notice.
  - (iii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
  - (iv) Click on Shareholder-Login.
  - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click login.
  - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum eight digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - (viii) Select 'EVEN' of Lords Chloro Alkali Limited
  - (ix) Now you are ready for e-voting as Cast Vote page opens.
  - (x) Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted.
  - (xi) Upon confirmation, the message "Vote Cast Successfully" will be displayed.

- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to mahindrasingh248@gmail.com with a copy marked to evoting@nsdl.co.in.
- B.** In case a member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Depository Participants/Company's Registrars and Share Transfer Agents or requesting physical copy) :
- (i) Initial password is provided as below/at the bottom of the attendance slip for the Postal ballot EVEN (E-Voting Event Number)      USER ID      PASSWORD/PIN
- (ii) Please follow all steps from Sl.No. (ii) to Sl.No.(xii) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - II. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
  - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IV. The e-voting period commences on Friday, 30<sup>th</sup> January, 2015 (9.00 am) and ends on Saturday, 28<sup>th</sup> February, 2015 (6.00 pm). During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date 16<sup>th</sup> January, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  - V. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date of 16<sup>th</sup> January, 2015.
  - VI. Mr. Mahindra Singh of M/s. Mahindra Singh & Company, Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of Postal ballot including e-voting.
  - VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in employment of the Company make a scrutinized report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - VIII. The result of the voting by Postal Ballot (including e-voting) will be declared at the Corporate Office of the Company at A-263, 2<sup>nd</sup> Floor, Defence Colony, New Delhi-110024 on 3<sup>rd</sup> March, 2015 at 4.00 p.m. The result will be posted on the website of the Company [www.lordschloro.com](http://www.lordschloro.com), and shall also be submitted to the Stock Exchange on which the Company is listed and also submitted to the NSDL. The date of declaration of postal ballot result will be taken as the date of passing of resolutions.

# LORDS CHLORO ALKALI LIMITED

CIN : L24117RJ1979PLC002099

Regd. Office: SP-460, Matsya Industrial Area, Alwar, (Rajasthan) 301 030,

Corporate Office: A-263, 2<sup>nd</sup> Floor, Defence Colony, New Delhi-110024

Phones: +91-11-46865999, 41627937, E-mail Id: [secretarial@lordschloro.com](mailto:secretarial@lordschloro.com)

## POSTAL BALLOT FORM

Serial No

1. Name(s) of the Shareholder(s)  
Including Joint holder(s), if any
2. Regd. Address of the Sole/  
First Named Shareholder
3. Regd. Folio No./ \*DP ID-Client ID No.  
(If Applicable to Shareholders Holding Shares In demat Form)
4. No. of shares held
5. I/We hereby exercise my/our vote in respect of the following Resolutions as mentioned in the Notice, to be passed through postal ballot for the business stated in Postal Ballot Notice dated 15<sup>th</sup> December, 2014 of the Company by sending my/our assent/ dissent to the said Resolutions by placing the tick (✓) mark against the appropriate box below:

Resolution No.	Particulars	No. of shares held	For	Against
i.	Creation of Mortgage and / or Charge over the moveable and immoveable properties of the Company.			
ii.	Increase in Remuneration of Mr. Ajay Virmani, Managing Director of the Company			
iii.	Reappointment and payment of Remuneration to Mr. Ajay Virmani, Managing Director of the Company			
iv.	Appointment of Mr. Deepak Mathur, as Director of the Company			
v.	Appointment and payment of remuneration to Mr. Deepak Mathur, as Director (Technical) of the Company			

Date :

Place :

\_\_\_\_\_  
Signature of Shareholder(s)

### GENERAL INSTRUCTIONS

- A. The voting rights for the Equity Shares of the Company are one vote per Equity Shares, registered in the name of the Shareholders.
- B. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 16<sup>th</sup> January, 2015.
- C. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- D. Voting period commences on and from 30<sup>th</sup> January, 2015 (9.00 a.m.) and ends on 28<sup>th</sup> February, 2015 (6.00 p.m.).
- E. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- F. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- G. The Company shall announce the results of the Postal Ballot at its Corporate Office at A-263, 2<sup>nd</sup> Floor, Defence Colony, New Delhi-110024 on 3<sup>rd</sup> March, 2015 at 4.00 p.m. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolutions contained in this Notice.
- H. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, A-263, 2<sup>nd</sup> Floor, Defence Colony, New Delhi-110024; Email Id : [secretarial@lordschloro.com](mailto:secretarial@lordschloro.com).

### Electronic Voting Particulars

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions carefully before exercising your vote.

FOLD AND PASTE

Ticket

**BUSINESS REPLY INLAND LETTER**

To,  
The Scrutinizer  
117A, 1<sup>st</sup> Floor, MJ Complex,  
3 Veer Savarkar Block,  
Shakarpur, Delhi – 110092

-Second Fold -

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Sender's Address :

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-First Fold -