



35th
Annual Report
2013 - 2014

LORDS CHLORO ALKALI LIMITED

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Board of Directors

Shri Alok Dhir	Non Executive Director
Shri Rakesh Ahuja	Non Executive Director
Shri Ajay Virmani	Managing Director
Shri Yuvraj Ahuja	Executive Director
Shri Pawan Kumar Nayyar	Independent Director
Shri Rajbir Singh Makhni	Independent Director
Shri Sandeep Chaudhari	Independent Director
Shri Chandra Shakher Pathak	Independent Director
Mrs. Poonam Rawat	Independent Director
Shri Shiv Dutt Sharma	Independent Director

Company Secretary & Compliance Officer

Shri Sandeep Singh

Statutory Auditors

M/s. Gupta Vigg & Co.,
Chartered Accountants,
E-61, Lower Ground Floor,
Kalkaji, New Delhi-110019.

Registrar & Share Transfer Agent

M/s. Skyline Financial Services Pvt. Ltd.,
D-153A, 1st Floor,
Okhla Industrial Area, Phase-1,
New Delhi-110 020.
Phone No. 011-26812682-83
Fax No. 011-26812681.

Registered Office & Plant

SP-460, Matsya Industrial Area,
Alwar-301030 (Rajasthan).

Corporate Office

A-263, IInd Floor, Defence Colony,
New Delhi-110024.

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of **LORDS CHLORO ALKALI LIMITED** will be held on Tuesday the 30th September, 2014 at 10.30 a.m. at Regd. Off. at SP-460, Matsya Industrial Area, Alwar (Rajasthan) - 301030 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended 31st March, 2014 and the Reports of Directors and Auditors.
2. To appoint a Director in place of Shri Rakesh Ahuja (DIN: 00224315), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and consider in this connection, to pass with or without modification(s) the following resolution proposed as an Ordinary Resolution:

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

SPECIAL BUSINESS:

4. **Appointment of Shri Pawan Kumar Nayyar (DIN : 01798719) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and clause 49 of the Listing Agreement, Shri Pawan Kumar Nayyar (DIN : 01798719), Non Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Shri Pawan Kumar Nayyar as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for the period of three years from 30th September, 2014 to 29th September, 2017, not liable to retire by rotation.”

5. **Appointment of Shri Rajbir Singh Makhni (DIN : 01161473) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV (Code of Independent Director) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Rajbir Singh Makhni (DIN : 01161473), Non Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Shri Rajbir Singh Makhni as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for the period of three years from 30th September, 2014 to 29th September, 2017, not liable to retire by rotation.”

6. **Appointment of Shri Sandeep Chaudhari (DIN : 02719351) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV (Code of Independent Director) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Sandeep Chaudhari (DIN : 02719351), Non Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Shri Sandeep Chaudhari as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for the period of three years from 30th September, 2014 to 29th September, 2017, not liable to retire by rotation.”

7. **Appointment of Shri Chandra Shakher Pathak (DIN : 02973601) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV (Code of Independent Director) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in

force) and clause 49 of the Listing Agreement, Shri Chandra Shakher Pathak (DIN : 02973601), Non Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Shri Chandra Shakher Pathak as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for the period of three years from 30th September, 2014 to 29th September, 2017, not liable to retire by rotation.”

8. Appointment of Mrs. Poonam Rawat (DIN: 00821310) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV (Code of Independent Director) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mrs. Poonam Rawat (DIN: 00821310), Non Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mrs. Poonam Rawat as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for the period of three years from 30th September, 2014 to 29th September, 2017, not liable to retire by rotation.”

9. Appointment of Shri Shiv Dutt Sharma (DIN: 03197973) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV (Code of Independent Director) and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Shiv Dutt Sharma (DIN: 03197973), Non Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose Shri Shiv Dutt Sharma as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company

to hold the office for the period of three years from 30th September, 2014 to 29th September, 2017, not liable to retire by rotation.”

10. **Approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2015**

To consider and if thought fit to pass with or without modification(s) 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 thereof, for the time being in force), approval of the shareholders of the company be and is hereby accorded for payment of remuneration 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 30th May, 2014 to conduct the audit of the cost records of the company for the financial year ending on 31st March, 2015 as set out in the explanatory statement annexed to the notice of this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

11. **Adopt the New Articles of Association 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 pursuant to the provisions of Section 5 and section 14 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the shareholders of the company be and is hereby accorded to replace the existing Articles of Association of the company with a new set of Article of Association, which is initialed by the Chairman for the purpose of identification and placed before the shareholders of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

12. **Borrow money in excess of paid up capital and free reserve 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 in supersession of the Ordinary Resolution adopted at

the Extra Ordinary General Meeting of the Company held on 25th January, 2007 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, approval of the shareholders of the company be and is hereby accorded to the Board of Directors of the Company ("the Board") for borrowing from time to time, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed Rs. 50 crores (Rupees Fifty Crores).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Place: New Delhi
Date: 12-08-2014

By order of the Board
FOR LORDS CHLORO ALKALI LTD.

Ajay Virmani
Managing Director

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxy Form, should be lodged with the company at the registered office not later than 48 hours before the commencement of the above meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution pursuant to section 113 of the Companies Act, 2013 authorising their representative to attend & vote on their behalf at the AGM.
3. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto.
4. Members/Proxies are requested to bring their copies of the Annual Report to the meeting.
5. In case of joint holders attending the meeting, only such joint holder whose name is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).
7. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are given hereunder and form part of the Annual Report.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the company on all working days between 11.00 AM to 1.00 PM except Saturday up-to the date of the AGM.
9. The Members are requested to notify promptly any change in their address to the Company's Registrar and Transfer Agent, "M/s. Skyline Financial Services Pvt. Ltd."
10. Pursuant to section 72 of the Companies Act, 2013, shareholders holding shares in physical forms may file nomination in the prescribed forms SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, nomination form may be filed with the respective Depository Participants.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd.
12. Members are informed that the Company is sending Annual Report

through E-mail to those shareholders who have registered their E-mail ID with the Company. Members may also note that the Annual Report for the FY 2013-14 will also be available on the Company's website www.lordschloro.com for their download.

13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company has engaged the services of NSDL to provide the facility of electronic voting ('e-voting') in respect of the resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr. Mahindra Singh, Practising Company Secretary (Membership No. 25085) and Proprietor of M/s. Mahindra Singh & Company, New Delhi as the Scrutinizer for e-voting purpose.

The instructions for e-voting are as under:

- a. In case the Member receives an email from NSDL (for members whose email IDs are registered with the Company/DP):**
- i. Open the e-mail and then open the PDF file namely "lords e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder-Login.
 - iv. Put user ID and password as initial password/PIN provided in the PDF file.
 - v. The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, * etc). Please take utmost care to keep your password confidential.
 - vi. Home page of e-voting appears. Clicks on e-voting: Active Voting Cycles.
 - vii. Select "EVEN" (E-Voting Event Number) of Lords Chloro Alkali Limited.
 - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when promoted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.

- x. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xi. 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 e-mail at mahindrasingh248@gmail.com with a copy marked to www.evoting.nsdl.com.

(b) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/ Depository Participants):

- (i) Initial password is provided in the attached sheet on the 'Process and manner for e-voting'.

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
- (c) 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.
- (d) The e-voting period commences at 9.00 A.M. on Wednesday the 17th September, 2014 and will end at 6.00 P.M. on Friday, the 19th September, 2014. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on Friday, 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (e) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 22nd August, 2014.
- (f) Mr. Mahindra Singh, Practising Company Secretary (Membership No. 25085), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (g) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- (h) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lordschloro.com and on the website of NSDL within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE/DSE/JSE Limited where Company's equity shares are listed.

Place: New Delhi

Date: 12th August, 2014

**By order of the Board
for LORDS CHLORO ALKALI LTD.**

**Ajay Virmani
Managing Director**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 TO 9

The Company had, pursuant to the provision of Clause 49 of the Listing Agreement entered with the Stock Exchanges appointed Shri Pawan Kumar Nayyar, Shri Rajbir Singh Makhni, Shri Sandeep Chaudhari, Shri Chandra Shakher Pathak, Mrs. Poonam Rawat and Shri Shiv Dutt Sharma as an Independent Directors.

Pursuant to provision of section 149 of the Companies Act, 2013, which came into effect on 1st April 2014, every listed company is required to have at least one third of the total no. of directors as an Independent directors, who are not liable to retire by rotation.

The Board of Directors has recommended the appointment of these directors as Independent Directors for a period of three years from 30th September 2014 to 29th September 2017.

Shri Pawan Kumar Nayyar, Shri Rajbir Singh Makhni, Shri Sandeep Chaudhari, Shri Chandra Shakher Pathak, Mrs. Poonam Rawat and Shri Shiv Dutt Sharma, Independent Directors of the Company have given a declaration to the Board that they have meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the condition specified in the Act and the Rules framed thereunder for appointment as an Independent Director and they are independent of the management.

In compliance with the provision of the Section 149 read with Schedule IV (Code of Independent Director) of the Act, the appointment of these Directors as Independent Directors is now being placed before the Members for their approval.

Board recommends passing of the resolutions as an Ordinary Resolution as set out at item no. 4 - 9 of the notice for approval by the shareholders.

Shri Pawan Kumar Nayyar, Shri Rajbir Singh Makhni, Shri Sandeep Chaudhari, Shri Chandra Shakher Pathak, Mrs. Poonam Rawat and Shri Shiv Dutt Sharma respectively, are concerned or interested in the resolutions of the accompanying Notice relating to their own appointment.

Item No. 10

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment & remuneration of the Cost Auditor M/s. Goyal, Goyal & Associates, Cost Accountants, New Delhi (FRN : 000100) to conduct the audit of the cost records of the Company for the financial year ending 31st March 2015 at a remuneration of Rs. 20,000/-.

In accordance with the provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members sought for passing an ordinary resolution as set out at item no. 10 of the notice for ratification of remuneration payable to the cost auditors for the financial year ending 31st March 2015.

Board recommends passing of the resolution as an Ordinary Resolution as set out at item no. 10 of the notice for approval by the shareholders.

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. 10 of the notice.

Item No. 11

The existing Articles of the Association are based on the Companies Act, 1956 and several regulations in the existing Articles of the Association contains references to specific section of the Companies Act, 1956 and some regulations which are no longer in conformity with the new Companies Act, 2013.

Under the Companies Act, 2013, the form in which a company is limited by shares is required to prepare its Articles of Association has been set out under Table 'F' of the Companies Act, 2013, which is different from the existing Articles of Association of the Company. At meeting held on 12th August, 2014, the Board accorded its approval, subject to the approval of the shareholders, to adopt new Articles of Association of the Company in order to align the same with Table 'F' of the Companies Act, 2013. It is, therefore, proposed the new Article of Association of the Company be adopted by the Shareholders of the company at the forthcoming Annual General Meeting.

A copy of the Memorandum and New Article of Association of the Company is available for inspection at the registered office of the company during office hours on all working days between 11.00 AM to 1.00 PM except Saturday.

Board recommends passing of the resolution as a Special Resolution as set out at item no. 11 of the notice for approval by the shareholders.

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. 11 of the notice.

Item No. 12

The members at the Extra Ordinary General Meeting of the Company held on Thursday, 25th January, 2007 had accorded their consent to the Board of Directors for borrowing up to Rs.50 Crores (Rupees Fifty Crores) under section 293(1)(d) of the Companies Act, 1956. However, with the corresponding section 180(1)(c) of the Companies Act, 2013, coming into effect from Thursday, 12th September, 2013 the Ordinary resolution passed under section 293(1)(d) of the Companies Act, 1956 will need to be superseded with a Special Resolution for the Board to exercise the powers as envisaged in section 180(1)(c) of the Companies Act, 2013.

It is therefore, necessary for the members to pass special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 12 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow money up to Rs. 50 crore (Rupees Fifty Crores) in excess of the aggregate of the paid-up share capital and free reserves of the Company.

Board recommends passing of the resolution as a Special Resolution as set out at item no. 12 of the notice for approval by the shareholders.

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. 12 of the notice.

Place: New Delhi
Date: 12-08-2014

By order of the Board
FOR LORDS CHLORO ALKALI LTD

Ajay Virmani
Managing Director

Additional Information

Details of Directors seeking appointment/ reappointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name of Directors	Shri Rakesh Ahuja	Shri Pawan Kumar Nayyar	Shri Rajbir Singh Makhni
Date of Birth	15.06.1962	01.07.1958	17.05.1958
Date of Appointment / Reappointment	28.03.2005	30.07.2007	30.06.2010
Expertise in Specific Functional Area	Businessman	Financial Advisor	Businessman
Directorship held in other Companies as on 31.03.2014	1. Jovees Herbal Care India Limited 2. Alliance Promoters Limited 3. Opus Reality Development Limited 4. Yuvraj Construction and Leasing (India) Limited	NIL	1. Abhisar Estates Pvt. Ltd. 2. Gennis India TPA Limited 3. Makhni Consultants Pvt. Ltd. 4. Diwakar Commercials Pvt. Ltd. 5. Rush Chemicals Pvt. Ltd.
No. of equity shares held	2611447	NIL	50000
Director Identification No.	00224315	01798719	01161473

Name of Directors	Shri Sandeep Chaudhari	Shri Chandra Shakher Pathak	Mrs. Poonam Rawat
Date of Birth	01.06.1966	18.06.1971	03.09.1978
Date of Appointment / Reappointment	22.06.2010	30.06.2010	25.03.2012
Expertise in Specific Functional Area	Businessman	Finance & Accounts	Legal

Directorship held in other Companies as on 31.03.2014	1. KSS Trade Servers Private Limited 2. Leeway Info solutions Private Limited 3. Delux Constructions Private Limited 4. SGH Logistic Private Limited	1. Om Sai Ram Financial Advisors Pvt. Ltd. 2. Corenthum Builders Pvt. Ltd.	1. Cirrus Chemicals Pvt. Ltd. 2. Japa Arts Pvt. Ltd. 3. Corporate Restructuring and Turnaround Consultants Pvt. Ltd. 4. Cirrus Power Pvt. Ltd.
No. of equity shares held	NIL	NIL	NIL
Director Identification No.	02719351	02973601	00821310

Name of Director	Shri Shiv Dutt Sharma
Date of Birth	30.06.2010
Date of Appointment / Reappointment	01.10.2011
Expertise in Specific Functional Area	B.E. (Civil)
Directorship held in other Companies as on 31.03.2014	NIL
No. of equity shares held	NIL
Director Identification No.	03197973

DIRECTOR'S REPORT

Your Directors are pleased to present the 35th Annual Report together with the Audited Accounts of the Company for the financial year ended on 31st March, 2014.

1. FINANCIAL RESULTS

(Rs. in Lac)

Particulars	2013-14	2012-13
Sales	NIL	NIL
Other Income	41.12	400.82
Operating Profit/(Loss) before Interest Depreciation & Exceptional Items	(232.13)	66.18
Interest	0.33	15.13
Depreciation	233.12	417.37
Net Profit/(Loss)	(422.42)	(322.88)

2. PERFORMANCE

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 executed an order with M/s. Asahi Kasei Chemicals Corporation, Japan for supply of membrane, anode, cathode etc. The delivery for these items has been started and supply of all parts will be completed shortly so that the plant can be restarted shortly.

3. MARKETING

The production of caustic soda during the year 2013-14 in India was approx 26.18 Lakh MT against 25.40 lakh MT during the year 2012-13. The installed capacity of Caustic soda has also increased by 5.6 per cent from to 33.09 -14 from 31.34 during the last financial year 2012-13.

The installed capacity utilization rate of domestic caustic soda players is 79.1 percent during the period 2013-14. The domestic demand for Caustic Soda has increased by 5 percent to 2952.2 Lakh MT during the year 2013-14 from 2813.6 Lakh MT as compared to 2012-13. The capacity utilization of Indian caustic soda industry is also expected to rise to 92 percent from 81 per cent in the next four-five year as per Crisil report 2014.

The domestic demand for caustic soda is expected to increase by 6-7% CAGR over 2014-15 to 2018-19. The demand from primary drivers ie. Alumina is likely to increase at a pace of 12-13 per cent CAGR. Further Soap, detergent and paper industries are expected to increase by and 5-6 per cent CAGR. The above said segments contribute 42 per cent of the total demand in the country.

Further rise in utilization rate shall be capped as the growth in demand for chlorine will be lower at 5-6 percent CAGR viz-a-viz the 6-7 percent CAGR rise in caustic soda demand as per Crisil report 2014.

CRISIL also forecast that Caustic Soda demand shall continue to grow at healthy pace up to 2018-19.

4. FUTURE OUTLOOK

The manufacturing sector is showing positive signs of revival after few years. The production of Aluminum, paper, Soap and detergents, textiles will get a boost resulting in higher demand for our products.

The company has already undertaken the revamping and refurbishing of the existing Caustic soda facilities of 107 TPD and shall subsequently achieving the total installed capacity of 334 TPD by revamping the balance facilities.. For this purpose the company will meet out the funds requirement from investment through promoters contribution, internal accruals and sourcing from banks and financial institutions after streamlining of 107 TPD Caustic Soda Plant.

Further, the company is also focused on forward integration in the field of Chlorine by manufacturing of value added chlorine derivatives at a later stage. These measures are expected to bring in added advantage and competitive act as a cushion against demand-price fluctuations in the market.

5. DIRECTORS

In accordance with the provisions of the New Companies Act, 2013, Shri Rakesh Ahuja, is retire by rotation at the ensuing Annual General Meeting and received the eligible offer from himself for re-appointment.

The Company has received requisite notices in writing from members proposing Shri Pawan Kumar Nayyar, Shri Rajbir Singh Makhni, Shri Sandeep Chaudhari, Shri Chandra Shakher Pathak, Mrs. Poonam Rawat and Shri Shiv Dutt Sharma as an Independent Directors.

6. AUDITORS' OBSERVATIONS

In reference to the Comments mentioned in the the Auditors Report for the year 2013-14, we wish to submit the following:

- (i) Company was a Sick Industrial Company and Hon'ble BIFR has sanctioned a scheme on 30th Nov. 2006. Subsequently the scheme was successfully implemented and the company has revived. The BIFR accordingly has deregistered the company from its purview in March 2010. All the liabilities have been restructured as per the provisions of the rehabilitation scheme. Company has received confirmation letters from various parties, however we are still waiting confirmation from some of the parties, therefore some balances could not be ascertained.

- (ii) Company has not received all the records from old Management. We are in the process of reconciliation the records. We shall deposit the whole amount in the Investor Education and Protection Fund (IEPF) as soon as records are reconciled.

7. AUDITORS

M/s. Gupta Vigg & Co., Chartered Accountants, Auditors of the Company, hold office until the conclusion of ensuing Annual General Meeting and are recommended for re-appointment. Certificate from the Auditors have been received to the effect that their re-appointment, if made, would be within the limits prescribed under section 141 of the Companies Act, 2013.

8. COST AUDITORS

In accordance with section 148 of the Companies Act, 2013, and subject to approval of the Central Government, the Company has reappointed M/s. Goyal, Goyal & Associates, Cost Accountants, New Delhi, as Cost Auditors to conduct the cost audit of the accounts relating to its products for the financial year 2014-15. The Company has submitted the necessary e forms/documents with the MCA for obtaining the approval from the Central Government.

9. SAFETY, ENVIRONMENT PROTECTION & POLLUTION CONTROL

The Company is implementing new membrane water purifier plant, which will result in recycling of and which will also bring down the dosing of chemicals resulting good environment practice.

10. PARTICULARS OF EMPLOYEES

Information as required under section 217(2A) of the Companies Act, 1956, read with Companies (particulars of employees) Rules, 1975 as amended. There is no employee covered under the above section.

11. INDUSTRIAL RELATIONS

Cordial Industrial relations and improvement in productivity were maintained at the Company's Plant and Office and your management appreciates the support of employees/ workers at all levels for their dedicated services to achieve the performance.

12. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors wish to inform that the audited accounts containing financial statement for the financial year 31st March, 2014 are in full conformity with the requirement of the Companies Act, 1956.

Directors believe that the financial statements reflect fairly, the forms and substance of the transactions carried out during the year and reasonably present the Company's financial condition and result of operations.

Pursuant to Section 217(2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000 the directors of the Company declare as under:

- (i) that in the preparation of the Annual Accounts, the applicable Accounting Standard have been followed along with proper explanation relating to material departures.
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and loss of the Company for that period.
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) that the directors had prepared the annual accounts on a going concern basis.

13. CORPORATE GOVERNANCE REPORT

A Report on Corporate Governance forms part of this Report. The Management Discussion & Analysis Report and the Certificate from the Practicing Company Secretary confirming the compliance with Clause 49 of the Listing Agreement relating to Corporate Governance is also annexed to the Report.

In compliance with the requirement of clause 49 (V), a certificate from Managing Director and CFO was placed before the Board.

14. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGOING.

In compliance with provisions of clause (e) of sub-section (1) of Section 217 of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 the statements giving the required information relating to energy conservation, technology absorption, foreign exchange earnings and outgoings are annexed hereto.

15. FIXED DEPOSIT

During the year under review, the Company did not raise funds by the way of fixed deposits and no such amount of principle or interest was outstanding as on the date of balance sheet.

16. ACKNOWLEDGEMENT

Your Directors wish to convey their deep appreciation to all the company's

employees/workers for their dedication and hard work as well as their collective contribution to the Company's performance.

The Directors would also like to thanks to the Shareholders, Customers, Dealers, Suppliers, Bankers, Financial Institutions, Government Authorities and all other business associates for continued support given by them to the Company and their confidence in its management.

**For and on behalf of the Board
FOR LORDS CHLORO ALKALI LTD**

**(Ajay Virmani)
Mg. Director**

**(Alok Dhir)
Director**

**(Rakesh Ahuja)
Director**

**Place : New Delhi
Date : 30-05-2014**

FORM - A
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO
CONSERVATION OF ENERGY

SL. NO.	PARTICULARS	YEAR 2013-2014	YEAR 2012-2013
(A) 1.	POWER & FUEL CONSUMPTION : ELECTRICITY		
	(a) PURCHASE UNITS	-	-
	TOTAL AMT. Rs.	-	-
	AVG. RATE / KWH Rs.	-	-
	(b) OWN GENERATION:		
	THROUGH POWER GENERATORS		
	UNITS (KWH)	142150	155921
	CONSUMPTION OF HSD (MT)	51.60	65.24
	UNIT PER KG. OF HSD (KWH)	2.75	2.39
	COST OF UNIT (Rs.) /(KWH)	19.85	19.84
2.	FURNACE OIL QTY. (MT)	-	-
	TOTAL AMOUNT (Rs.)	-	-
	AVG. RATE PER MT (in Rs.)	-	-
3.	OTHERS	N.A.	N.A.
(B)	CONSUMPTION (KWH/MT)		
1.	PRODUCTION OF CAUSTIC SODA (MT)	-	-
2.	ELECTRICITY (KWH/MT)	-	-
3.	FURNACE OIL (LTR / MT)	-	-

FORM - B**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO
CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION.****A. CONSERVATION OF ENERGY**

- Company is carrying out major jobs in present electrolyses which will make the entire process very much energy efficient.
- Energy meters will calibrated and energy consumption will be tracked to ensure optimum energy for various processes.
- Entire electrical distribution network is being revamped to avoid losses in distribution system.
- Entire instrumentation is being revamped so that process could be operated more critically with optimum power consumption.
- It is ongoing process at Lords Chloro Alkali Limited to monitor the energy consumption figures in different processes and are analyzed regularly, modifications carried out as and when required in a view to optimize energy consumption.

B. TECHNOLOGY ABSORPTION & INNOVATION

Technology up gradation is a continuous practice in the company and due care is being given to this aspect in the revamp.

C. ASSISTANCE TO ANCILLARY INDUSTRIES

Company provides continuous assistance to CPW manufacturers (Ancillary Units) in the vicinity by providing necessary technical support and also aids/ tools to handle a gas leakage situation.

FORM – C**FOREIGN EXCHANGE EARNING AND OUTGOING**

The total foreign exchange earned and used :

(Rs. In Lac)

		31 st March, 2014	31 st March, 2013
(i)	Earned	--	--
(ii)	Used	584.50	65.99

MANAGEMENT DISCUSSION AND ANALYSIS

The management has already started executing the revamp plan and whole revamp is expected to be completed over the next four to five months and the plant will be restarted.

Safety and Environment

The Company is implementing new membrane water purifier plant, which will result in recycling of and which will also bring down the dosing of chemicals resulting good environment practice.

The revamp of effluent treatment plant is also being affected to achieve zero discharge.

PERFORMANCE

The revamp plan is under implementation. The company is probably restart the production by October, 2014.

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on Code of Corporate Governance

At LCAL- Corporate Governance philosophy essentially is the system by which companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance ensures fairness, transparency and integrity of the management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Company. Our Corporate Governance principles are fair, transparent, ethical processes and good practices.

LCAL recognizes the importance of transparency and integrity in dealings at all levels. The Company believes that the goodwill resulting from implementing a code of business ethics will, in perpetuity, translate into economic gains. Stakeholders rate the companies that are managed properly and also have better Corporate Governance, which ensures the optimum use of the human, physical and financial resources of an enterprise. We have integrated ethics into our corporate culture and we concentrate on putting appropriate Corporate Governance mechanisms in place.

2. Board of Directors

Composition of Board

- i) At present the Board has an optimum combination of executive and non-executive directors, comprising of experts from various fields/professions, the Board consisting of 10 Directors out of which 8 Directors are Non Executive including 6 Directors are Independent Directors.
- ii) The composition of the Board of directors of the Company is in accordance with clause 49 of the Listing Agreement.

Board Meetings

The Meeting of the Board of Directors and its Committees were scheduled well in advance and generally held at the company's corporate office at New Delhi. The Board meets at-least once a quarter to review the quarterly performance and financial results.

During the financial year 2013-14, Six (6) Board Meetings were held on 30.05.2013, 14.08.2013, 30.09.2013, 10.10.2013, 13.11.2013 and 13.02.2014.

MEMBERSHIP, ATTENDANCE AND OTHER DIRECTORSHIP

The composition of the Board and attendance of each director at Board Meetings held during the financial year ended on 31.03.2014 and last Annual

General Meeting and number of other Directorships and Chairmanship/ Membership of Committees of the Board are as under:

Sl. No.	Name of Directors	Attendance		Category*	Designation	Directorship in other Public Co.	Committee	
		Board Meeting	Last AGM				Chairman	Member
1	Shri Alok Dhir*	4	N	NED	Director	3	-	-
2	Shri Laxmi Paul Dhir#	2	N	NED	Chairman	1	-	-
3	Shri Rakesh Ahuja	1	N	NED	Director	4	1	-
4	Shri Pawan Kumar Nayyar	1	N	I & NED	Director	-	-	-
5	Shri Ajay Virmani	6	Y	ED	Managing Director	-	-	2
6	Shri Yuvraj Ahuja	6	Y	ED	Executive Director	2	-	-
7	Shri Vijay Kumar Chopra###	1	N	ED	Executive Director	-	-	1
8	Shri Sandeep Chaudhari	0	N	I & NED	Director	-	1	-
9	Mrs. Poonam Rawat	6	N	I & NED	Director	-	-	1
10	Shri Rajbir Singh Makhni	6	N	I & NED	Director	4	1	2
11	Shri Shiv Dutt Sharma	0	N	I & NED	Director	-	-	-
12	Shri Chandra Shakher Pathak	6	N	I & NED	Director	-	-	1

Sl. No.	Name of Directors	Attendance		Category*	Designation	Directorship in other Public Co.	Committee	
		Board Meeting	Last AGM				Chairman	Member
13	Shri Jeevesh Kumar###	0	N	ED	Director (Corporate Strategy)	-	-	-
14	Ms. Srishti Dhir####	1	N	NED	Director	-	-	-

MD– Managing Director, ED– Executive Director, I– Independent Director, NED– Non-Executive Director.

* Appointment as an Additional Director wef 26-08-2013

Resigned from the Board wef 26-08-2013

Resigned from the Board wef 15-07-2013

Resigned from the Board wef 16-08-2013

Resigned from the Board wef 26-08-2013

Board Committees

To enable better and more focused attention on the affairs of the company, the Board delegate particular matters to Committees of the Board set up for the purpose. These committees prepare the ground work for decision making and report at the next Board Meeting.

3. Audit Committee:

The scope of the functions and broad terms of reference of the Audit Committee are commensurate with provisions of Section 177 of the Companies Act, 2013 and as per clause 49 of the listing agreements with the Stock Exchanges. The Audit Committee reviews and reports to the Board on the followings:

- Recommendation for Appointment, remuneration and terms of appointment of Statutory Auditors to the Board.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Examination of the financial statement and the auditor's report thereon.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.

- vi) Valuation of undertakings and assets of the company, wherever it is necessary.
- vii) Evaluation of internal financial control and risk management systems.
- viii) Monitoring the end use of funds raised through public offers and related matters.
- ix) Scope of Internal Audit.
- x) Compliance with legal & statutory requirements.
- xi) Quarterly, half yearly and yearly Financial Results of the Company before submission to Board.

The Audit Committee of Directors of the Company comprised of three Directors including Independent Directors and Executive Directors.

The constitution of the Audit Committee are as follows:

- | | | |
|----|-----------------------------|----------|
| 1. | Shri Rajbir Singh Makhni | Chairman |
| 2. | Shri Chandra Shakher Pathak | Member |
| 3. | Shri Ajay Virmani | Member |

During the financial year 2013-14, Six (6) Audit Committee Meetings were held on 30.05.2013, 14.08.2013, 30.09.2013, 10.10.2013, 13.11.2013 and 13.02.2014.

4. Nomination and Remuneration Committee

Remuneration Committee renamed as Nomination and Remuneration Committee by the Board of Directors in their meeting held on 30.05.2014. Remuneration of Whole time/Executive Directors, KMPs is considered by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee.

Presently Committee consists of three Directors and all of them are Independent Directors and Non-Executive Directors.

The constitution of the Nomination and Remuneration Committee are as follows:

- | | | |
|----|--------------------------|----------|
| 1. | Shri Sandeep Chaudhari | Chairman |
| 2. | Shri Rajbir Singh Makhni | Member |
| 3. | Mrs. Poonam Rawat | Member |

During the Financial Year 2013-14, Remuneration Committee Meeting was held on 30.05.2013 and 14.08.2013.

5. Stakeholders Relationship Committee

The Shareholder's / Investor's Grievance Committee renamed as Stakeholders Relationship Committee by the Board of Directors in their meeting held on 30.05.2014. The Committee also looks into the Redressal of shareholder's complaint like transfer of shares, non-receipt of annual report, dividend/ warrant etc.

Presently Stakeholders and Relationship Committee is consisting of three Directors including Independent Directors and Non-Executive Directors.

- | | |
|-----------------------------|----------|
| 1. Shri Rakesh Ahuja | Chairman |
| 2. Shri Rajbir Singh Makhni | Member |
| 3. Shri Ajay Virmani | Member |

During the financial year 2013-14, Four (4) Shareholder's/ Investor's Grievance Committee were held on 30.05.2013, 14.08.2013, 13.11.2013 and 13.02.2014.

6. Annual General Body Meeting

The details as to the timings, date and venue of the last three Annual General Meetings (AGM) of the Company were held as under:-

Financial Year	Annual General Meeting		Time	Venue
	No	Date		
2012-13	34	31.10.2013	10.30 AM	SP-460, Matsya Industrial Area, Alwar, (Raj)
2011-12	33	29.09.2012	10.30 AM	SP-460, Matsya Industrial Area, Alwar, (Raj)
2010-11	32	21.11.2011	10.30 AM	SP-460, Matsya Industrial Area, Alwar, (Raj)

A gist of the Special Resolutions passed in the previous three Annual General Meetings is given below:

34th Annual General Meeting (31.10.2013)

- Appointment of Shri Yuvraj Ahuja as Executive Director
- Appointment of Shri Ajay Virmani as Managing Director

33rd Annual General Meeting (29.09.2012)

- Altered the Article of Association (AOA) – Article No. 113A of AOA is deleted

32nd Annual General Meeting (21.11.2011)

- Appointment of Shri Jeevesh Kumar as Executive Director

Extra-Ordinary General Meeting was held on 29.07.2012 and there was not any resolution passed through Postal Ballot during the year under review.

7. Disclosures

1. There are no materially significant related party transactions i.e. transactions material in nature having potential conflict with the interest of the company at large. Details of related party transactions are furnished under schedule to the 'Notes to Accounts' of the Balance Sheet as at 31/03/2014.

2. Presently, the Company does not have a Whistle Blower Policy. However, no personnel of the Company has been denied access to the Audit Committee.

3. The Company has complied with all the mandatory requirements of Clause 49. As regard the non-mandatory requirements, Company tries to implement them to the extent possible.

8. Means of Communications

The Unaudited Quarterly / Half Yearly Financial Results of the Company are published in English and local language news-papers as required under the Listing Agreement and intimation of the same also sent to Stock Exchanges from time to time. The Website of the Company has been launched i.e. www.lordschloro.com. Management discussion and analysis form a part of annual report and is given in a separate chapter thereto.

9. General Shareholder Information

- i) **Day, Date & Time of AGM** : Tuesday, 30th September, 2014 at 10.30 A.M.
Venue of AGM : Regd. Off. - SP-460, MIA, Alwar (Raj.)
- ii) **Financial Year** : 1st April, 2013 to 31st March, 2014
- iii) **Book Closure Period** : 27th September, 2014 to 30st September, 2014
(Both days Inclusive)
- iv) **Listing of Shares** : Bombay Stock Exchange,
Delhi Stock Exchange,
Jaipur Stock Exchange
- v) **Stock Code** : 500284 (BSE)
Scrip id LORDSCHLO
ISIN NO.: INE846D01012
- vi) **Registrar & Share Transfer Agents** : M/s. Skyline Financial Services Pvt. Ltd.,
Okhla Industrial Area, Phase-1,
New Delhi - 110 020.
Phone No. 011-26812682-83
Fax No. 011-26812681.
Email: admin@skylinerta.com

- vii) **Plant Location** : SP-460, Matsya Industrial Area, Alwar (Raj.)- 301030
- viii) **Addresses for Correspondence** : 1) SP-460, Matsya Industrial Area, Alwar (Raj.)- 301030
: 2) A-263, IInd Floor, Defence Colony, New Delhi-110024.
- ix) **Company Secretary & Compliance Officer** : Shri Sandeep Singh
- Email ID** : secretarial@lordschloro.com

x) Market Price Data

Month	Open Price	High Price	Low Price	Close Price	Total Turnover (Rs.)
Apr 13	11.92	13.02	8.04	10.48	18733
May 13	11	19.43	11	19	42299
Jun 13	19.35	20.3	19	19.5	15612
Jul 13	19.15	19.75	18.2	18.2	8852
Aug 13	17.3	18.9	15.5	15.5	6632
Sep 13	14.75	15.7	11.85	14.25	120620060
Oct 13	13.54	13.54	9.51	9.51	4232
Nov 13	9.55	12.12	8.65	12.12	3198
Dec 13	12.72	13.35	12.06	12.06	1698
Jan 14	11.46	11.46	6.69	6.69	2662
Feb 14	7.02	10.93	6.45	10.93	9093
Mar 14	11.47	19.79	11	19.79	49920

Source : BSE Website

xi) Share Transfer System & Dematerialization of Shares

The Company appointed M/s. Skyline Financial Services Pvt. Ltd. as Registrar and Share Transfer Agent (RTA) for share transfer work. The share transfer process for transfer / transmission, three times in a month. Transfers/ Transmissions are complete in all respects, are processed within 15 days.

The Company's shares are traded in the Stock Exchanges compulsorily in demat modes. Therefore, for DEMAT, Shareholders are requested to kindly note that physical documents, viz Demat Request Forms (DRF) and Share Certificates etc. should be sent by their Depository Participants (DP's) directly to the Registrar and Transfer Agents (RTA).

NSDL and CDSL, (Depositories) Mumbai have allotted ISIN INE 846D01012 for dematerialization of equity shares of the Company.

xii) Listing

The Equity Shares of the Company is listed with Bombay Stock Exchange, Delhi Stock Exchange and Jaipur Stock Exchange.

The Company has paid listing fees to the exchange namely Bombay Stock Exchange upto the year 2014-2015 and company proposing to delist the shares from Delhi Stock Exchange and Jaipur Stock Exchange. The Company is regularly complying with all the compliances of listing agreements with the stock exchanges.

xiii) MD and CFO Certification

As required under Clause 49 of the listing agreement, necessary certificate, obtained from Managing Director and CFO of the Company for the financial year ended on 31st March, 2014 was placed before the Board of Directors of the Company.

xiii) Shareholding Pattern as on 31st March, 2014 are as under:

Shareholding pattern of the company as on 31st March, 2014 are given below.

Category	31.03.2014	
	No. of Shares	% of Share holding
Promoters	18849859	74.94
Financial Institutions/Banks/ Mutual Funds/Insurance/State Govt.	72602	0.29
Public	4612865	18.33
Others (NRI & OBCs)	1618535	6.44
Total	25153861	100.00

CERTIFICATE ON CORPORATE GOVERNANCE COMPLIANCE

To

The Members,

Lords Chloro Alkali Limited

We have examined the compliance of conditions of Corporate Governance by M/s. Lords Chloro Alkali Limited (The "Company"), for the year ended 31.03.2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in the above mentioned Listing Agreement(s) during the period starting 01.04.2013 to the date of this report.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sharma Jain & Associates
Company Secretaries**

**(Deepak Sharma)
Partner
C.P. No. 3670**

**Date : 30.05.2014
Place: New Delhi**

INDEPENDENT AUDITORS' REPORT

**To the Members of
Lords Chloro Alkali Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of Lords Chloro Alkali Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis of Qualified Opinion

We draw attention to:

- a) Note no. B. 27 to the financial statements, which describes that balances of current assets, sundry debtors, loans and advances and current liabilities including sundry creditors are subject to confirmation and adjustments necessary upon reconciliation thereof. The effect of the adjustment arising from the reconciliation/confirmation that may arise is not ascertainable.
- b) Note no. B.30 to the financial statements, which describes that company has not transferred an amount of Rs. 11.64 lakhs (previous year Rs. 11.64 Lakhs) to the “Investor Education and Protection Fund”, as required. This is a contravention of the provisions of the section 205C of the Companies Act, 1956.

Qualified Opinion

Subject to our comments in the para above, in our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 (“the Order”) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013; and
- (e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Gupta Vigg & Co.
Chartered Accountants
Firm Registration No.001393N

Place: New Delhi
Date : 30th May, 2014

CA Deepak Pokhriyal
Partner
Membership No. : 524778

The Annexure referred to in paragraph 1 of our report of even date to the members of Lords Chloro Alkali Limited (“the Company”) on the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained reasonable records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable interval. No material discrepancies were noticed on such verification
(c) In our opinion and according to the information and explanations given to us, the company has not disposed off a substantial part of its fixed assets during the year and therefore, do not affect the going concern assumption.
2. (a) As explained to us, Inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses (iii) (b), (iii) (c) and (iii) (d) of the order are not applicable to the Company.
(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company during the year has taken loans from their directors. The maximum amount involved during the year and the year end balance of such loan is Rs. 1,676 lacs (Previous Year Rs. 360 lacs) and Rs. 1,676 lacs (Previous Year Rs. 195 lacs) respectively. The total number of parties involved is four (Previous Year Two).

- (f) According to the information and explanations given to us and on the basis of our examination of the books of account, the above loan is interest free and in our opinion, other terms and conditions on which the loans have been taken from Companies, Firms or Other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.
- (g) In respect of aforesaid loans, the Company is regular in repaying the principal as and where applicable.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the current year, there is no sale of goods made by the company. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) Based on our audit procedure and according to information and explanation provided to us by the management, we are of the opinion that the transaction made in pursuance of contracts arrangements entered in the registered maintained under section 301 in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. According to information and explanation given to us by the management, the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.
7. In our opinion and according to information & explanations given by the management, the Company has an adequate internal audit system commensurate with its size and the nature of its business.
8. We have broadly reviewed the books of accounts relating to material, labour and other items of cost maintained by the company pursuant to rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of The Companies Act, 1956 and we are

of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

9. (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Custom Duty, Excise Duty, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable except following:

S. No.	Nature of Dues	Amount (Rs.in Lakhs)
1	Income Tax (TDS)	1.33
2	Wealth Tax	6.58
3	Investor Education & Protection Fund	11.64
4	Service Tax	6.05

- (b) According to the information and explanations given to us, there is no amounts payable in respect of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any disputes except below:-

S. No.	Name of the Statue	Nature of Dues	Year	Amount (Rs.)	Pending at Assessing Authority
1.	Central Excise Act, 1944	Excise Duty	1995-99	141.58 lacs (141.58 lacs)	Commissioner (Appeals) Jaipur/ CESTAT New Delhi
2.	Central Excise Act, 1944	Excise Duty	1996-97	145.62 lacs (145.62 lacs)	CESTAT, New Delhi
3.	Central Excise Act, 1944	Excise Duty	1996-99	110.72 lacs (110.72 lacs)	Hon'ble High Court, Rajasthan
4.	Central Excise Act, 1944	Excise Duty	2003-04	12.63 lacs (12.63 lacs)	Hon'ble High Court, Rajasthan

S. No.	Name of the Statute	Nature of Dues	Year	Amount (Rs.)	Pending at Assessing Authority
5.	Central Excise Act, 1944	Excise Duty	2011-12	1.53 lacs (1.53 lacs)	Additional Commissioner, Jaipur
6.	Rajasthan Sales Tax Act, 1994	Electricity Duty	2004-06	20.03 lacs (20.03 lacs)	Dy. Commissioner-Commercial Taxes (Appeals)
7.	Rajasthan Sales Tax Act, 1994	Entry Tax	2003-11	27.28 lacs (27.28 lacs)	Dy. Commissioner-Commercial Taxes (Appeals)
8.	Income Tax Act, 1961	Income Tax	1996-97	287.17 lacs (287.17 lacs)	Commissioner Appeal, Alwar
			Total	746.56 lacs (746.56 lacs)	

Note:- Figures in brackets relates to the previous year

10. The Company has accumulated losses of Rs. 1,240.27 Lacs at the end of the financial year (Previous Year Rs. 817.85 Lacs). The Company has incurred cash loss amounting to Rs. 232.46 lacs during the year covered by the audit (Previous Year Nil).
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund /society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is not dealing in trading of Shares, Mutual funds & other Investments.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.

16. Based on our audit procedures and on the information given by the management, we report that term loans have been utilized for the purpose, they have been raised.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company did not have any outstanding debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For Gupta Vigg & Co.
Chartered Accountants
Firm Registration No.001393N

Place: New Delhi
Date : 30th May, 2014

CA Deepak Pokhriyal
Partner
Membership No. : 524778

BALANCE SHEET AS AT 31ST MARCH' 2014

PARTICULARS	NOTES	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2013 (Rs. In Lac)
EQUITY AND LIABILITIES			
1. SHAREHOLDER'S FUNDS :			
a. Share Capital	B.1	2,515.39	2515.39
b. Reserves & Surplus	B.2	904.00	1327.13
2. NON- CURRENT LIABILITIES			
a. Long Term Borrowing	B.3	1,726.82	483.04
b. Deferred Tax Liability(Net)	B.4	-	43.16
c. Long Term Provisions	B.5	139.54	140.11
3. CURRENT LIABILITIES			
a. Short Term Borrowing	B.6	-	-
b. Trade Payables	B.7	498.33	498.02
c. Other Current Liabilities	B.8	1,307.77	1350.64
d. Short Term Provisions	B.9	25.76	87.38
TOTAL		7,117.61	6,444.87
ASSETS			
1. NON CURRENT ASSETS:			
a. Fixed Assets	B.10		
i. Tangible Assets		2,636.25	2869.55
ii. Capital Work-in-Progress		1,868.84	1032.16
b. Non Current Investment	B.11	2.77	2.77
c. Long Term Loans & Advances	B.12	96.72	96.72
d. Other non-current Assets	B.13	1.65	0.91
2. CURRENT ASSETS			
a. Inventories	B.14	675.00	680.01
b. Trade Receivable	B.15	386.01	386.07
c. Cash & Cash Equivalents	B.16	150.11	102.81
d. Short Term Loans & Advances	B.17	1,296.77	1271.55
e. Other Current Assets	B.18	3.49	2.32
TOTAL		7,117.61	6,444.87

Significant Accounting policies

A

Notes B.1 to B. 38 form an integral part of financial statements

**FOR GUPTA VIGG & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 001393N**

**CA. DEEPAK POKHRIYAL
PARTNER
MEMBERSHIP NO. 524778**

**ALOK DHIR
DIRECTOR**

**RAKESH AHUJA
DIRECTOR**

**AJAY VIRMANI
MANAGING DIRECTOR**

**PLACE : NEW DELHI
DATED: 30.05.2014**

**SANDEEP SINGH
COMPANY SECRETARY**

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31st MARCH' 2014

PARTICULARS	NOTES	2013-2014 (Rs. In Lac)	2012-2013 (Rs. In Lac)
1. Revenue From Operation (Gross)	B.19	-	-
Less : Excise Duty		-	-
Revenue From Operation (Net)		-	-
2. Other Income	B.20	41.12	400.82
3. Total Revenue (1+2)		41.12	400.82
4. EXPENSES			
a. Cost of Material Consumed	B.21	-	-
b. Purchase of Traded Goods		-	-
c. Change in Inventories of Finished Goods, Stock-in-process	B.22	-	-
d. Power and Fuel		28.28	30.94
e. Employees Benefits Expenses	B.23	89.96	131.00
f. Finance Cost	B.24	0.33	15.13
g. Depreciation and Amortization Expenses	B.10	233.83	418.08
Less: Transfer from Revaluation Reserve		0.71	0.71
h. Other Expenses	B.25	155.01	172.70
Total Expenses		506.70	767.14
5. Profit/ (Loss) before Tax, Exceptional and Extra Ordinary Items		(465.58)	(366.32)
6. Exceptional/ Extra Ordinary Items		-	-
7. Profit / (Loss) before Tax		(465.58)	(366.32)
8. Tax Expenses			
a. Current year Tax		-	-
b. MAT Credit Entitlement		-	-
c. Current year Deferred Tax Asset/(Liability)		43.16	43.44
d. Earlier years Tax			
9. Net Profit / (Loss)		(422.42)	(322.88)
10. Earning per share			
No. of shares for the calculation of Basic and Diluted EPS		25153861	25153861
a) Basic and Diluted EPS Including Exceptional Items		(1.68)	(1.28)
b) Basic and Diluted EPS Excluding Exceptional Items		(1.68)	(1.28)

Significant Accounting Policies A

Notes B.1 to B. 38 form an integral part of financial statements

**FOR GUPTA VIGG & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 001393N**

**CA. DEEPAK POKHRIYAL
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MEMBERSHIP NO. 524778**

**ALOK DHIR
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DIRECTOR**

**AJAY VIRMANI
MANAGING DIRECTOR**

**PLACE : NEW DELHI
DATED: 30.05.2014**

**SANDEEP SINGH
COMPANY SECRETARY**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	2013-14 (Rs. In Lac)	2012-13 (Rs. In Lac)
A. Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax, Exceptional Items	(465.58)	(366.32)
Adjustments for :-		
Depreciation	233.12	417.37
Interest	0.33	15.13
Interest & Dividend Income	(0.03)	(0.11)
Profit on sale of Investment	-	-
Profit on Sale of Fixed Assets	-	-
	233.42	432.39
Operating Profit before Working Capital Changes	(232.16)	66.07
Adjustments for :-		
Decrease/(Increase) in Trade Receivables	0.06	93.23
Decrease/(Increase) in Inventories	5.01	8.89
(Decrease)/Increase in Trade Payables	0.31	(33.50)
Decrease/(Increase) in Loans and Advances	(25.22)	363.26
Decrease/(Increase) in other Current Assets	(1.91)	2.73
(Decrease)/Increase in other Current Liabilities	(42.87)	(145.49)
(Decrease)/Increase in provisions	(62.19)	(30.42)
	(126.81)	258.70
Cash Generated from Operations	(358.97)	324.77
Advance Tax	-	-
Cash Flow from Operating Activities	(358.97)	324.77
Net Cash Flow From Operating Activities	(358.97)	324.77
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(837.21)	(237.47)
Sale/Transfer of Fixed Assets	-	-
Interest and Dividend received	0.03	0.11
Net Cash Used In Investing Activities	(837.18)	(237.36)
C. Cash Flow from Financing Activities		
Proceeds from long term borrowings	1,243.78	322.51
Proceeds from short term borrowings	-	-
Repayment of long term borrowings	-	-
Repayment of short term borrowings	-	(393.27)
Proceeds from Equity	-	-
Proceeds from Share Premium	-	-
Interest	(0.33)	(15.13)
Net Cash Flow From Financing Activities	1,243.45	(85.89)
Net Increase/(Decrease) in Cash and Cash equivalents	47.30	1.52
Cash & Cash Equivalents (Opening Balance)	102.81	101.29
Cash & Cash Equivalents (Closing Balance)	150.11	102.81

As per our report of even date attached

FOR GUPTA VIGG & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 001393N

CA. DEEPAK POKHRIYAL
PARTNER
MEMBERSHIP NO. 524778

ALOK DHIR
DIRECTOR

RAKESH AHUJA
DIRECTOR

AJAY VIRMANI
MANAGING DIRECTOR

PLACE : NEW DELHI
DATED: 30.05.2014

SANDEEP SINGH
COMPANY SECRETARY

SIGNIFICANT ACCOUNTING POLICIES & PRACTICES**A. Significant Accounting Policies & Practices:****1. General:**

- (i) The financial statements have been prepared under the historical cost convention, on the accrual basis of accounting & comply with the Companies (Accounting Standards) Rules 2006 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards (NACAS) and relevant provisions of the Companies Act, 1956.
- (ii) The financial statements are prepared in accordance with accounting principles generally accepted (GAAP) in India. The accounting treatment and presentation in financial statements have been governed by their substance over form.

2. Revenue Recognition:

- (i) Revenue from sale of manufactured goods is recognised on dispatch to customers.
- (ii) Revenue from consignment sales is recognised after the subsequent sale by consignment agents to customers.
- (iii) Sales are inclusive of Excise Duty but net of rebate & discounts.
- (iv) Interest Receivable on Inter-Corporate Deposits, due to uncertainty of realization, is consistently accounted for on cash basis.

3. Fixed Assets and Depreciation:

- (i) Fixed assets (other than those which have been revalued) are stated at cost, net of CENVAT less accumulated depreciation except Leasehold Land which is being stated at revalued cost.
- (ii) Depreciation is provided on Straight Line Method at the rates prescribed in Schedule XIV to the Companies Act, 1956.
- (iii) Depreciation on additions / deletions to fixed assets is provided on prorata basis from the date of addition / till the date of deletion.
- (iv) Leasehold Land – Acquisition cost of leasehold land is

amortised over the period of lease including the revalued portion.

- (v) The cost of Fixed Assets taken on Financial Lease is capitalized and amortised by way of depreciation.
- (vi) Depreciation on the addition due to revaluation of Fixed Assets is amortised against the revaluation reserve.
- (vii) Assets under installation / construction as at the balance sheet date are shown as Capital work-in-progress and are valued at cost. However advances paid towards acquisition of assets are not included under Capital work-in-progress.

4. Foreign Currency Transactions:

- (i) Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year-end rates.
- (ii) Any income or expense on account of exchange difference, either on settlement or on translation at balance sheet date, is recognized in the profit and loss as per the revised AS-11.

5. Inventory Valuation:

- (i) Inventory of Stores & Spares, Raw Materials, Chemicals & Catalyst and Fuel Oil is valued at cost or net realizable value, whichever is lower.
- (ii) Finished goods & Stock-in-process are valued at cost or net realisable value whichever is lower.
- (iii) The cost of bought out inventory is computed on the basis of weighted average method.
- (iv) Scrap/Waste is valued at net realizable value.

6. Employees Retirement Benefits:

The Company's contribution to Provident Fund is charged to the Profit & Loss Account. Gratuity and Leave Encashment are accounted for on the basis of actuarial valuation in accordance with AS-15(Revised) issued by NACAS.

7. Investments:

Long Term Investments are stated at cost unless there is a permanent fall in value thereof.

8. Taxation:

- (i) CENVAT credit is accounted for by reducing the purchase cost of related materials / services.
- (ii) In concurrence with the opinion of the ICAI, the Minimum Alternative Tax is considered as current tax for the year in which it arises and is charged to profit & loss account accordingly. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said assets is created by way of a credit to the profit and loss account and shown as 'MAT credit entitlement' under Loans & Advances.
- (iii) Deferred tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future.

9. Earnings per Share:

Basic EPS is computed using the weighted average number of equity shares outstanding during the year in accordance with AS-20.

10. Contingent liabilities and provisions

The Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. A disclosure is made for possible future obligations that may but probably will not require outflow of resources or where a reliable estimate cannot be made, as a contingent liability in the financial statements.

B. NOTES TO FINANCIAL STATEMENTS
B.1 - SHARE CAPITAL

PARTICULARS	AS AT 31.03.2014 (Rs. in lacs)	AS AT 31.03.2013 (Rs. in lacs)
AUTHORISED		
7,50,00,000 (Previous year 7,50,00,000)	7,500.00	7,500.00
Equity Shares of Rs.10/- each with voting rights		
ISSUED		
2,51,58,885 (Previous year 2,51,58,885)	2,515.89	2,515.89
Equity Shares of Rs.10/- each with voting rights		
SUBSCRIBED/FULLY PAID-UP:		
2,51,53,861 (Previous year 2,51,53,861)	2,515.39	2,515.39
Equity Shares of Rs.10/- each with voting rights fully called up and paid in cash		
	2,515.39	2,515.39

The Company has only one class of share referred as equity share having at par value Rs. 10/-.

Each holder of equity share is entitled to same right in all respect.

a. Reconciliation of the number of shares outstanding

Particulars	AS AT 31.03.2014		AS AT 31.03.2013	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares with voting rights outstanding at the beginning of the year	25153861	2,515.39	25153861	2515.39
Add: During the year	-	-	-	-
Equity Shares with voting rights outstanding at the end of the year	25153861	2,515.39	25153861	2515.39

b. Share holder holding more than 5% shares of Company

Name	AS AT 31.03.2014		AS AT 31.03.2013	
	No. of Shares	%of Holding	No. of Shares	%of Holding
Alok Dhir	7,621,000	30.30	-	-
Rakesh Ahuja	2,611,447	10.38	2,611,447	10.38
Srishti Dhir	-	-	8,245,950	32.78
Matrix Dotcom Infonet Pvt. Ltd.	2,500,000	9.94	2,500,000	9.94
Multiplex Capital Limited	1,381,596	5.49	-	-
Agate India Investment Ltd.	1,500,000	5.96	1,500,000	5.96

B.2 - RESERVES & SURPLUS

PARTICULARS	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2013 (Rs. In Lac)
CAPITAL RESERVES:		
Central Capital Subsidy:-		
Opening Balance	15.00	15.00
Add: Additions during the Year	-	-
Less: Utilised during the Year	-	-
	15.00	15.00
Surplus on Re-issue of forfeiture of Equity Shares	1.21	1.21
Revaluation Reserve:-		
Opening Balance	46.71	47.42
Add: Additions during the Year	-	-
Less: Utilised during the Year	0.71	0.71
	46.00	46.71
Share Premium:-		
Opening Balance	2,082.06	2082.06
Add: Additions during the Year	-	-
Less: Utilised during the Year	-	-
	2,082.06	2,082.06
Surplus		
Opening Balance	(817.85)	(494.97)
Add: Transferred from statement of Profit & Loss	(422.42)	(322.88)
Closing Balance	(1,240.27)	(817.85)
	904.00	1,327.13

B.3 - LONG TERM BORROWINGS

PARTICULARS	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2013 (Rs. In Lac)
a. Term Loan from Bank (Secured)		
Loan Against Hypothecation of Car *	-	2.22
b. Term Loan from Others (Secured)		
From Body Corporate	-	235.00
c. Loan and Advances (Unsecured)		
Loan from Body Corporate	10.34	10.34
Loan from Related Parties	1676.00	195.00
Loan from Others**	40.48	40.48
	1726.82	483.04

*** Terms of Term Loan from Bank**

1. Secured by way of Hypothecation of Car.
2. Repayable monthly installment of Rs.0.24 lac along with interest of 9.51% (also refer note B-8a)
3. Last installment payable on January 2015.

**** Terms of Loan and Advances from others**

Sales Tax Loan from RIICO Rs. 40.48 Lac (Previous year Rs. 40.48 Lac is Interest free and guaranteed by the earlier Ex- Managing Directors and Ex- Directors of the Company in their personal Capacity).
There is no specific term and condition of Loan amounting to Rs. 10.34 Lac

B.4 - DEFERRED TAX

PARTICULARS	AS AT	AS AT
	31.03.2014 (Rs. In Lac)	31.03.2013 (Rs. In Lac)
Deferred Tax Assets	693.67	608.60
Deferred Tax Liabilities	498.75	651.76
Net Deferred Tax Liabilities/ (Assets)*	(194.92)	43.16

DEFERRED TAX ASSETS

Carry forward Depreciation/ Long Term Capital Loss	310.30	291.57
Carry forward Business Losses	348.39	280.80
Disallowance under the Income tax Act, 1961	34.98	36.23
	693.67	608.60

DEFERRED TAX LIABILITIES

Related to Fixed Assets	498.75	651.76
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*Restricted to Deferred Tax Assets and Deferred Tax Liabilities whichever is lower

B.5 - LONG TERM PROVISIONS

Provision for Gratuity	91.66	91.09
Provision for Leave Encashment	47.88	49.02
	139.54	140.11

B.6 - SHORT TERM BORROWINGS

a. Loans Repayable on demand from Others (Secured)	-	-
b. Loan and Advances (Unsecured)		
Loan from Related Parties	-	-
Loan from Others	-	-
	-	-

B.7 - TRADE PAYABLES
a. Creditors

Payable to Micro, Small & Medium Enterprises	-	-
Payable to Others	498.19	497.54

b. Other Trade Payable

Employee Benefit Expenses	0.14	0.48
	498.33	498.02

B.8 - OTHER CURRENT LIABILITIES

a. Current maturity of long term borrowings (refer note B-3)	2.21	2.48
b. Advance from Customers	123.45	123.54
c. Security and Other Deposits	30.77	34.07
d. Statutory dues payable	13.34	23.13
e. Other Liabilities	1463.60	1493.02
LESS: Deposit Against Electricity Bill	337.24	337.24
	1,126.36	1,155.78
h. Investor Education & Protection Fund (U/s. 205C)	11.64	11.64
	1,307.77	1,350.64

B.9 - SHORT TERM PROVISIONS

a. Provisions for Gratuity	9.85	12.79
b. Provisions for Leave Encashment	6.14	6.66
c. Provisions for Income Tax	3.19	61.35
d. Provisions for Wealth Tax	6.58	6.58
	25.76	87.38

B.10 - TANGIBLE ASSETS (CONSOLIDATED)
Reconciliation of the Gross and Net Carrying Amount of each class of tangible Assets during F.Y.2013-14

PARTICULARS	GROSS BLOCK					As on 31.03.2014
	As on 01.04.2013	Addition			Deletion	
		Actual Cost	Borrow- ing Cost	Exchange Fluctua- tion Cost		
LEASE HOLD LAND*	86.11	-	-	-	-	86.11
LAND DEVELOPMENT	14.93	-	-	-	-	14.93
BUILDING	980.69	-	-	-	-	980.69
PLANT & MACHINERY	8,897.91	-	-	-	-	8,897.91
ELECTRICAL INSTALLATION	2,254.66	-	-	-	-	2,254.66
OFFICE EQUIPMENT	235.75	0.53	-	-	-	236.28
FURNITURE & FIXTURES	164.75	-	-	-	-	164.75
VEHICLES	53.03	-	-	-	-	53.03
TOTAL	12,687.83	0.53	-	-	-	12,688.36
CAPITAL WORK IN PROGRESS	1,032.16	836.68	-	-	-	1,868.84
GRAND TOTAL	13,719.99	837.21	-	-	-	14,557.20

PARTICULARS	DEPRECIATION			
	As on 01.04.2013	For the Year	Deletion	As on 31.03.2014
LEASE HOLD LAND*	26.75	0.90	-	27.65
LAND DEVELOPMENT	3.83	0.17	-	4.00
BUILDING	599.55	25.02	-	624.57
PLANT & MACHINERY	7,089.15	120.96	-	7,210.11
ELECTRICAL INSTALLATION	1,789.00	62.72	-	1,851.72
OFFICE EQUIPMENT	193.51	12.05	-	205.56
FURNITURE & FIXTURES	80.40	8.59	-	88.99
VEHICLES	36.09	3.42	-	39.51
TOTAL	9,818.28	233.83	-	10,052.11
CAPITAL WORK IN PROGRESS	-	-	-	-
GRAND TOTAL	9,818.28	233.83	-	10,052.11

* Leasehold Land at Alwar costing Rs. 17.32 lacs was revalued to Rs. 84.74 lacs as on 30.04.1984

Reconciliation of the Gross and Net Carrying Amount of each class of tangible Assets during F.Y.2012-13:

PARTICULARS	GROSS BLOCK				
	As on 01.04.2012	Addition			As on 31.03.2013
		Actual Cost	Borrow- ing Cost	Exchange Fluctua- tion Cost	
LEASE HOLD LAND	86.11	-	-	-	86.11
LAND DEVELOPMENT	14.93	-	-	-	14.93
BUILDING	980.69	-	-	-	980.69
PLANT & MACHINERY	8,897.91	-	-	-	8,897.91
ELECTRICAL INSTALLATION	2,254.66	-	-	-	2,254.66
OFFICE EQUIPMENT	235.65	0.10	-	-	235.75
FURNITURE & FIXTURES	164.75	-	-	-	164.75
VEHICLES	53.03	-	-	-	53.03
TOTAL	12,687.73	0.10	-	-	12,687.83
CAPITAL WORK IN PROGRESS	794.79	237.37	-	-	1,032.16
GRAND TOTAL	13,482.52	237.47	-	-	13,719.99

PARTICULARS	DEPRECIATION			
	As on 01.04.2012	For the	Deletion	As on
		Year		31.03.2013
LEASE HOLD LAND	25.85	0.90	-	26.75
LAND DEVELOPMENT	3.66	0.17	-	3.83
BUILDING	570.77	28.78	-	599.55
PLANT & MACHINERY	6,793.89	295.26	-	7,089.15
ELECTRICAL INSTALLATION	1,723.73	65.27	-	1,789.00
OFFICE EQUIPMENT	177.06	16.45	-	193.51
FURNITURE & FIXTURES	72.57	7.83	-	80.40
VEHICLES	32.67	3.42	-	36.09
TOTAL	9,400.19	418.08	-	9,818.28
CAPITAL WORK IN PROGRESS	-	-	-	-
GRAND TOTAL	9,400.19	418.08	-	9,818.28

B.11 - NON CURRENT INVESTMENTS

PARTICULARS	FACE VALUE		
	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2013 (Rs. In Lac)
a) TRADED (AT COST)			
Quoted			
1000 Fully paid up Equity Shares of Rs. 2/- each in DCM Shriram Consolidated Ltd.	0.02	0.32	0.32
100 Fully paid up Equity Shares of Rs.10/- each in Grasim Industries Ltd.	0.01	0.51	0.51
165 Fully paid up Equity Shares of Rs.10/- each in Gujrat Alkalies & Chemicals Ltd.	0.02	0.31	0.31
300 Fully paid up Equity Shares of Rs. 5/- each in Kanoria Chemicals & Industries Ltd.	0.02	0.14	0.14
100 Fully paid up Equity Shares of Rs.10/- each in Punjab Alkalies & Chemicals Ltd.	0.01	0.10	0.10
500 Fully paid up Equity Shares of Rs.2/- each in DCW Ltd.	0.01	0.13	0.13
b) OTHER THAN TRADE (AT COST)			
1. Silver Coins & Wares		0.32	0.32
2. Quoted			
Investment in Shares & Trust & Securities			
a) Govt. & Trust Securities			
554 Units 6.75% Tax free US 64 Bonds of Rs. 100/- each in Unit Trust of India	0.55	0.32	0.32
b) Others			
57 Fully paid up Equity Shares of Rs.10/- each in Ultra Tech Cement Ltd.	0.01	0.29	0.29
300 Fully paid up Equity Shares of Rs.2/- each in Ballarpur Industries Ltd.	0.01	0.22	0.22
100 Fully paid up Equity Shares of Rs.10/- each in SPIC Ltd.	0.01	0.11	0.11
GRAND TOTAL		2.77	2.77

a) Long Term Investments are stated at Cost.

b) Market Value of Quoted Shares and Trust Securities as on 31.03.2014 is Rs.5.73 Lac (Previous Year Rs. 5.56 Lac)

c) Aggregate amount of Unquoted Investments are NIL

d) Aggregate provision made for diminution in value of Investments are NIL

B.12 - LONG TERM LOANS AND ADVANCES

PARTICULARS	AS AT	
	31.03.2014 (Rs. In Lac)	31.03.2013 (Rs. In Lac)
Security Deposits (Unsecured, Considered Good)	96.72	96.72
	96.72	96.72

B.13 - OTHER NON CURRENT ASSETS

PARTICULARS	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2013 (Rs. In Lac)
Pre-paid Expenses	1.65	0.91
	<u>1.65</u>	<u>0.91</u>

B.14 - INVENTORIES

INVENTORIES:(As valued and certified by the management)

(Value at cost or net realisable value which ever is lower)

Stores, Spares etc.	516.53	519.24
Less: Provision for Old Store	(10.56)	(10.56)
Stores, Spares etc.(Net)	<u>505.97</u>	<u>508.68</u>
Raw Materials, Chemicals & Catalysts	35.77	36.31
Fuel Oil Stocks of Power Plant	40.23	40.30
Packing Materials	11.54	13.23
Stock-in-Process	62.21	62.21
Finished Stock	19.28	19.28
	<u>675.00</u>	<u>680.01</u>

B.15 - TRADE RECEIVABLE

(Unsecured, considered good unless otherwise stated)

Outstanding for a period exceeding six months from the the date they are due for payment

-Considered Good	386.01	386.07
-Considered Doubtful	-	-
	<u>386.01</u>	<u>386.07</u>
Less: Provision for Doubtful Debts	-	-
	<u>386.01</u>	<u>386.07</u>
Others	-	-
	<u>386.01</u>	<u>386.07</u>

B.16 - CASH & CASH EQUIVALENTS

Cash in Hand	29.84	4.15
Balance with Scheduled Banks in:		
-Current Accounts	120.19	98.58
-in Fixed Deposit held as Margin Money against Bank Guarantee in favour of Rajasthan State Pollution Control Board	0.08	0.08
	<u>150.11</u>	<u>102.81</u>

B.17 - SHORT TERM LOANS & ADVANCES

PARTICULARS	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2013 (Rs. In Lac)
(Unsecured, considered good unless otherwise stated)		
Advances recoverable in Cash or in kind for value to be received		
-Considered Good	756.94	734.41
-Considered Doubtful	69.71	69.71
	826.65	804.12
Less: Provision for Doubtful Advances	(69.71)	(69.71)
	756.94	734.41
Advance for Capital Goods		
Office Building	-	144.00
Plant & Machinery	235.63	114.96
Amounts held with Govt. Authorities:-		
Deposit with Central Excise Department	72.00	75.00
Electricity Duty Under Protest	2.79	2.79
Entry Tax Deposited Under/Protest	24.09	23.80
Excise Amount Recoverable	43.01	1.79
Income-tax Deducted at source/ MAT Credit	158.17	172.87
Vat Recoverable	2.35	-
Advance Wealth Tax	0.08	0.08
Loans to Employees	1.71	1.85
	1,296.77	1,271.55

B.18 - OTHER CURRENT ASSETS

Pre-paid Expenses	3.49	2.32
	3.49	2.32

B.19 - REVENUE FROM OPERATIONS

Sale of Products	-	-
	-	-
Details of sale of product		
CAUSTIC SODA	-	-
CAUSTIC SODA LYE	-	-
HYDROGEN GAS	-	-
STABLE BLEACHING POWDER	-	-
LIQUID CHLORINE	-	-
HYDROCHLORIC ACID	-	-
T.C.E SALE	-	-
CALCIUM HYPOCHLORIDE (BLEACH LIQUOR)	-	-
SPENT SULPHURIC ACID, ETC	-	-
TRADING SALE	-	-
	-	-

B.20 - OTHER INCOME

PARTICULARS	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2013 (Rs. In Lac)
Interest	-	0.04
Dividend	0.03	0.07
Miscellaneous Receipts/Income	41.09	363.29
Provisions/ Miscellaneous Balance written back	-	30.42
Foreign Exchange Fluctuations	-	-
Profit on Fixed Assets Sold/W/off	-	7.00
Prior Period Income	-	-
	<u>41.12</u>	<u>400.82</u>

B.21 - COST OF MATERIAL CONSUMED

Raw Materials & Chemicals	-	-
Packing Material Consumed	-	-
	<u>-</u>	<u>-</u>

B.22- CHANGE IN STOCK OF FINISHED GOODS, STOCK IN PROCESS
CLOSING STOCK:

- Finished Goods	19.28	19.28
- Work-in-Process	62.21	62.21
	<u>81.49</u>	<u>81.49</u>

OPENING STOCK

- Finished Goods	19.28	19.28
- Work-in-Process	62.21	62.21
	<u>81.49</u>	<u>81.49</u>

Change in Excise duty in stock of Finished Goods (Net)	-	-
Increase/(Decrease) in Stock	-	-
	<u>-</u>	<u>-</u>

B.23 - EMPLOYEES BENEFIT EXPENSES

Salaries, Wages, Allowances & Other Benefits	78.69	118.04
Contribution to Provident Fund,	1.40	4.28
E.S.I. & Others Funds		
Employee Welfare Expenses	9.87	8.68
	<u>89.96</u>	<u>131.00</u>

B.24 - FINANCE COST

Interest on Borrowings	0.33	0.56
Other Borrowing Cost	-	14.57
	<u>0.33</u>	<u>15.13</u>

B.25 - OTHER EXPENSES

PARTICULARS	AS AT 31.03.2014 (Rs. In Lac)	AS AT 31.03.2013 (Rs. In Lac)
Stores & Spares Consumed	2.50	1.60
Rent	19.77	27.03
Security Charges	18.24	33.83
Rates & Taxes	3.12	6.35
Insurance	0.46	0.77
Repairs & Maintenance:		
-Plant & Machinery	-	5.69
-Building	0.08	0.02
-Others	1.07	3.08
Travelling, Conveyance & Vehicle Expenses	25.41	24.69
Communication Expenses	4.55	5.09
Legal, Professional & Consultancy Charges	24.19	20.97
Printing & Stationery	2.06	2.38
Publicity & Advertisement Expenses	1.70	1.35
Bank Charges	1.65	0.68
Auditors' Remuneration:		
- Audit Fee	2.65	2.65
- Taxation Fee	0.60	0.60
- Expenses Reimbursed/Incurred	-	0.14
Subscription	0.80	1.43
Plantation Expenses	0.89	0.84
Penalty and Interest	1.74	0.38
Foreign Exchange Fluctuation	8.32	8.17
QCD & Laboratory Expenses	-	-
General Charges	8.94	10.13
Office Expenses	3.73	3.58
Water & Electricity Expenses	6.47	9.53
Business Promotion Expenses	4.04	1.72
Prior Period Expenses	0.28	-
Sundry Balance Written Off	11.75	-
	<u>155.01</u>	<u>172.70</u>

B.26 Contingent Liabilities:**(a) Claims against the Company not acknowledged as debt:**

- (i) In respect of Excise Duty disputes pending with various Judicial Authorities Rs.595.41 Lac including interest and penalty of Rs.183.33 Lac (previous year Rs. 595.41 Lac including interest and penalty of Rs.183.38 Lac).
- (ii) In respect of Electricity Duty disputes pending with Judicial Authorities Rs.20.03 Lac (previous year Rs.20.03 Lac).
- (iii) In respect of Entry Tax disputes pending with Judicial Authorities Rs. 27.28 Lac (previous year Rs. 27.28 Lac).
- (iv) In respect of Income Tax disputes pending with various Judicial Authorities Rs. 287.17 Lac (previous year Rs. 287.17 Lac).
- (v) In respect of previous years dispute relating to import, pending with Judicial Authorities Rs.35.00 Lac (previous year Rs.35.00 Lac).
- (vi) Disputed demand for late payment surcharge on electricity dues amounting Rs. 1226.12 Lac. However the company has paid Rs. 337.24 lac under protest on account of late payment surcharge (previous year Rs. 1226.12 Lac).
- (vii) Disputed demand for incentive allowed in electricity bill by JVVNL Rs.68.86 Lac (previous year Rs. 68.86 lac) contested by the Company.
- (viii) Disputed demand for uninterepted power cut by JVVNL Rs. 11.72 Lac (previous year Rs. 11.72 Lac).

(b) Estimated amount of contracts remaining to be executed on capital account Rs. 728.66 Lac (net of advances) (previous year Rs. 955.54 Lac).

B.27 Balances of sundry debtors, loan and advances and current liabilities including sundry creditors are subject to confirmation and adjustments necessary upon reconciliation thereof.

B.28 The Company has taken steps for revamping and refurbishing the plant for increasing efficiency and Capacity. Therefore the production has been stopped since Aug. 2011.

B.29 High Power Consumption Incentive of Rs. 235.64 Lac has been adjusted in the payment due to Jaipur Vidyut Vitran Nigam Limited (JVVNL). Out of the total incentive of Rs.235.64 Lac, Rs. 120.00 Lac is confirmed by JVVNL and the balance amount of Rs. 115.64 Lac has been accounted for on due basis, subject to confirmation from JVVNL.

B.30 Unclaimed amount in respect of debentures and excess share application money refundable (amount outstanding is Rs. 11.64 Lac) is required to be transferred to the "Investor Education and Protection Fund" in terms of Section 205C of the Companies Act, 1956. The Company is taking steps to reconcile the above accounts and deposit the amount with the appropriate authorities.

B.31 Based on the available information with the Company, the information related to Micro, Small and Medium Enterprises Development Act, 2006 is as under:

Sl. No	Particulars	2013-2014 (Rs. in Lac)	2012-2013 (Rs. in Lac)
1.	i) Principal amount remaining unpaid to any supplier at the end of the accounting year. ii) Interest due on above	- -	- -
2.	Amount of interest paid by the buyer in term of Section 16 of the Act, along with amount of the payment made beyond the appointed date during the year.	-	-
3.	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but with out adding the interest specified under the Act	-	-
4.	Amount of interest accrued and remaining unpaid at the end of the financial year.	-	-
5	Amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the Act.	-	-

B.32 Employee benefits

a) Defined benefit plans: Gratuity

- 1) Provision towards gratuity is based upon actuarial valuation done by an independent actuary using Projected Unit Credit method and it covers all regular employees. Gain and losses on changes in actuarial assumptions are accounted for in the profit and loss account.
- 2) The charge on account of provision for gratuity has been included in 'Salaries, Wages, Allowances and other Benefits.
- 3) Actuarial valuation of gratuity has been done with the following assumptions.

Particulars	2013-2014 (Rs. in Lac)	2012-2013 (Rs. in Lac)
Principal actuarial assumptions :		
Discount rate	8.75% P.A.	8.00% P.A.
Rate of increase in compensation levels	6.25% P.A.	5.50% P.A.
Expected Rate of return of plan assets	N.A.	N.A.
Average remaining working lives of employees (years)	12.42	12.96

Change in the present value of obligation :

Present value of obligation as at April 1, 2013	103.89	119.01
Interest cost	8.31	9.52
Past Service Cost – Vested	-	-
Past Service Cost – Non Vested	-	-
Current service cost	6.40	6.76
Benefits paid	(11.09)	(21.83)
Actuarial (gain)/loss on obligations	(6.01)	(9.57)
Present value of obligation as at March 31, 2014	101.50	103.89

The amount to be recognized in Balance Sheet and statements of Profit & Loss:		
Present value of obligation as at March 31, 2014	101.50	103.89
Fair value of plan assets as at March 31, 2014	-	-
Funded Status	(101.50)	(103.89)
Unrecognized Actuarial (gain)/ losses	-	-
Net Asset/ (Liability) recognized in Balance Sheet	(101.50)	(103.89)

Expenses recognized in the Profit and Loss Account :

Current service cost	6.40	6.76
Past Service Cost – Vested	-	-
Past Service Cost – Non Vested	-	-
Interest cost	8.31	9.52
Expected Rate of return of plan assets	-	-
Net actuarial (gain)/loss recognized in the period	(6.01)	(9.57)
Total expenses recognized in the Profit & Loss Account	8.70	6.71

b) Defined benefit plans: Leave Encashment

- 1) Provision towards Leave Encashment is based upon actuarial valuation done by an independent actuary using Projected Unit Credit method and it covers all regular employees. Gain and losses on changes in actuarial assumptions are accounted for in the profit and loss account.
- 2) The charge on account of provision for Leave Encashment has been included in Salaries, Wages, Allowances and other Benefits.
- 3) Actuarial valuation of Leave Encashment has been done with the following assumptions.

Particulars	2013-2014 (Rs. in Lac)	2012-2013 (Rs. in Lac)
Principal actuarial assumptions :		
Discount rate	8.75% P.A.	8.00% P.A.
Rate of increase in compensation levels	6.25% P.A.	5.50% P.A.

Expected Rate of return of plan assets	N.A.	N.A.
Average remaining working lives of employees (years)	14.36	14.93

Change in the present value of obligation :		
Present value of obligation as at April 1, 2013	55.67	70.97
Interest cost	4.45	5.68
Past Service Cost	-	-
Current service cost	5.49	5.56
Benefits paid	(3.15)	(7.97)
Actuarial (gain)/loss on obligations	(8.45)	(18.57)
Present value of obligation as at March 31, 2014	54.01	55.67

The amount to be recognized in Balance Sheet and statements of Profit & Loss:		
Present value of obligation as at March 31, 2014	54.01	55.67
Fair value of plan assets as at March 31, 2014	-	-
Funded Status	(54.01)	(55.67)
Unrecognized Actuarial (gain)/ losses	-	-
Net Asset/ (Liability) recognized in Balance Sheet	(54.01)	(55.67)

Expenses recognized in the Profit and Loss Account :		
Current service cost	5.49	5.56
Past Service Cost	-	-
Interest cost	4.45	5.68
Expected Rate of return of plan assets	-	-
Net actuarial (gain)/loss recognized in the period	(8.45)	(18.57)

Total expenses recognized in the Profit & Loss Account	1.49	(7.33)
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B.33 In terms of AS-18 on “Related Party Disclosures” issued by the Institute of Chartered Accountants of India, information required to be disclosed in respect of related parties is given below:

- (A) Name of related party and nature of related party’s relationship where control exists:-
- (i) Party having substantial interest in voting power and the power to direct, by statute or agreement, the financial and/or operating policies of the company.
- a) Shri Alok Dhir & Shri Rakesh Ahuja
- (B) Name of related party and nature of related party’s relationship having transaction with the company:-
- (i) Key Managerial Personnel Relative of Key management Personnel
- a) Shri Rakesh Ahuja
(Non Executive Director)
- b) Shri Ajay Virmani
(Managing Director)
- c) Shri Yuvraj Ahuja
(Executive Director)
- (iii) Associate Entities over which key management personnel and person having substantial interest in voting power are able to exercise significant influence.
- a) Dhir & Dhir Associates
- (C) Transactions with related parties (consolidated) for the financial year 2013-14.

(Amount in Lac)

Nature of Transaction	Key Management Personnel/ Person having Significant Influence	Relative of Key Management Personnel	Associate Entities	Total
Interest Paid	- -	- -	- -	- -
Interest Outstanding as on 31.03.2014	21.75 (21.75)	- -	- -	21.75 (21.75)
Receiving of Services	- -	- -	3.93 (2.25)	3.93 (2.25)
Loan Received	1481.00 (210.00)	- -	- -	1481.00 (210.00)
Repayment of Loan Received	- (315.00)	- -	- -	- (315.00)
Loan Outstanding as on 31.03.2014	1676.00 (195.00)	- -	- -	1676.00 (195.00)
Remuneration	33.00 (37.76)	- -	- -	33.00 (37.76)

Note:

- Figures in brackets are for previous year.
- There have been no write off/ write back in respect of the related parties during the year.

B. 34 Future obligations towards lease rentals under the lease agreements as on 31st March, 2014 amount to Rs. 22.50 Lac (previous year Rs. 40.50 Lac)

Particulars	2014-2015 (Rs. in Lac)	2013-2014 (Rs. in Lac)
Within one Year	18.00	18.00
Later than one year and not later than five year	4.50	22.50
Later than five year	-	-
Total	22.50	40.50

B.35 Earnings per share (in terms of Accounting Standard AS-20 issued by the Institute of Chartered Accountants of India).

Particulars	2013-2014 (Rs. in Lac)	2012-2013 (Rs. in Lac)
Profit/(Loss) after taxation as per Profit & Loss Account Including Exceptional Items	(422.42)	(322.88)
Profit/(Loss) after taxation as per Profit & Loss Account Excluding Exceptional Items	(422.42)	(322.88)
Weighted Average No. of Equity Shares outstanding	25153861	25153861
Basic & Diluted Earnings Per Share Including Exceptional Items in Rs. (Face value – Rs.10/- per share)	(1.68)	(1.28)
Basic & Diluted Earnings Per Share Excluding Exceptional Items in Rs. (Face value – Rs.10/- per share)	(1.68)	(1.28)

B.36 As per the provision and definition given in AS-28, since the recoverable amount of the assets are more than the carrying amount of the assets, no impairment loss needs to be provided.

B.37 Additional information as far as applicable pursuant to Part II of Schedule VI to the Companies Act, 1956:

a) Particulars of Stocks & Sales:

Items of manufacture	Stock		Sale	
	As on 31.03.2014	As on 31.03.2013	As on 31.03.2014	As on 31.03.2013
	Rs. in Lac	Rs. in Lac	Rs. in Lac	Rs. in Lac
1) Caustic Soda	19.08	19.08	-	-
2) Liquid Chlorine	-	-	-	-
3) Hydrochloric Acid	-	-	-	-
4) Stable Bleaching Powder	0.01	0.01	-	-
5) Hydrogen Gas	-	-	-	-

6) TCE	0.19	0.19	-	-
7) Calcium Hypo-chloride (Bleach Liquor), Spent Sulphuric Acid etc.	-	-	-	-
	19.28	19.28	-	-

- b) Particulars of Raw Materials and Chemicals consumed (including adjustment of excess and shortage ascertained on physical verification):

Particulars	2013-2014		2012-2013	
	Amount (Rs. in Lac)	%	Amount (Rs. in Lac)	%
Salt	-	-	-	-
Hydrated Lime	-	-	-	-
Barium Carbonate	-	-	-	-
Sulphuric Acid	-	-	-	-
Sodium Sulphite	-	-	-	-
Calcium Carbide	-	-	-	-
Others	-	-	-	-
Total	-	-	-	-

- c) Analysis regarding imported and indigenous materials consumed:

Particulars	Imported		Indigenous		Total Value
	Value	%	Value	%	Rs. in Lac
Raw Materials and Chemicals	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Stores & Spares	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Packing Materials	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)

Note: Figures in brackets are for previous year.

d) C.I.F. value of imports:

Particulars	2013-2014 (Rs. in Lac)	2012-2013 (Rs. in Lac)
Stores & Spares	446.42	-
Raw Materials	-	-
Total	446.42	-

e) Expenditure in Foreign Currency

Particulars	2013-2014 (Rs. in Lac)	2012-2013 (Rs. in Lac)
Traveling, Hotel etc.	-	2.01
Installation and other charges	81.34	-

B.38 The previous year figures have been reclassified to confirm to this year's classification where ever necessary.

FOR GUPTA VIGG & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 001393N

CA. DEEPAK POKHRIYAL
PARTNER
MEMBERSHIP NO. 524778

ALOK DHIR
DIRECTOR

RAKESH AHUJA
DIRECTOR

AJAY VIRMANI
MANAGING DIRECTOR

PLACE: NEW DELHI
DATE: 30.05.2014

SANDEEP SINGH
COMPANY SECRETARY

LORDS CHLORO ALKALI LTD.

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

ATTENDANCE SLIP

(Please present this slip at the Entrance of the Meeting Hall)

Members or their proxies are requested to present this form for admission ,
duly signed in accordance with their specimen signatures registered with the
company.

DP Id & Client Id / Regd. Folio No.*		No. of Shares	
--	--	------------------	--

Name and address of the members in full.....
.....
.....
.....
.....

I/ we hereby record my/our presence at the 35th Annual General Meeting of the
company being held on Tuesday 30th September, 2014 at registered office of
the Company at SP- 460, Matsya Industrial Area, Alwar (Rajasthan) 301030.

Please (-/) in the box

☐ **MEMBER** ☐ **PROXY**

.....
Signature of Member/ Proxy

*Applicable for the members holding shares in physical form.

LORDS CHLORO ALKALI LIMITED**CIN No. :** L24117RJ1979PLC002099**Registered Office:** SP-460, MIA, Alwar Rajasthan-301 030**Corporate Office :** A-263, IInd Floor, Defence Colony, New Delhi -110 024**Email Id.:** www.lordschloro.com **Ph. No. :** 011 46865999**FORM NO. MGT-11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

DP ID and Client Id / Folio No.

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:
E-mail Id: Signature:..... or failing him
2. Name: Address:
E-mail Id: Signature:....., or failing him
3. Name: Address:
E-mail Id: Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Fifth Annual General Meeting of the Company, to be held on Tuesday the 30th day of September, 2014 At 10.30 A.M. at the Registered office of the Company at SP-460, MIA, Alwar Rajasthan 301 030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Ordinary Business	Optional	
		For	Against
1	Adoption of Balance Sheet, Statement of profit and Loss, Reports of the Board of Directors and Auditors for the financial year ended on March, 2014		

2	Appoint a Director in place of Shri Rakesh Ahuja, who retires by rotation and, being eligible, offers himself for re-appointment.		
3	Appointment of M/s. Gupta Vigg & Co., Chartered Accountants, New Delhi, as the Auditors of the Company		
	Special Business		
4	Appointment of Shri Pawan Nayyar as an Independent Director of the Company		
5	Appointment of Shri Rajbir Singh Makhni as an Independent Director of the Company		
6	Appointment of Shri Sandeep Chaudhari as an Independent Director of the Company		
7	Appointment of Shri Chandra Shakher Pathak as an Independent Director of the Company		
8	Appointment of Mrs. Poonam Rawat as an Independent Director of the Company		
9	Appointment of Shri Shiv Dutt Sharma as an Independent Director of the Company		
10	Approve the Remuneration of the Cost Auditors for the financial year ending on 31 st March, 2015.		
11	Adoption of New Articles of Association of the Company		
12	Borrow Money in excess of Paid up Capital and Free Reserve		

Signed this..... day of..... ..

Signature of shareholder

Signature of Proxy holder(s)

Affix the
revenue
stamp of
Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions. Explanatory Statements and notes, please refer to the notice of the 35th Annual General Meeting of the Company.
- 3.* It is optional to put "x" in the appropriate column against the resolutions indicated in the box. If you leave the ' For' or 'Against' column blank against any or all resolutions, your proxy will be entitle to vote in the manner as he/she thinks appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

BOOK POST



If undelivered, please return to :

LORDS CHLORO ALKALI LIMITED
A-263, IInd Floor, Defence Colony,
New Delhi-110024