

**AWANISH  
DWIVEDI & ASSOCIATES**  
COMPANY SECRETARIES

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### **Scrutinizer's Report**

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

To,  
Mr. Ajay Virmani  
The Chairman of the  
37<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
LORDS CHLORO ALKALI LIMITED  
Held on 30<sup>th</sup> September, 2016 at SP-460, Matsya Industrial Area,  
Alwar (Rajasthan) - 301030

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

Dear Sir,

Please refer to your letter appointing us as a Scrutinizer for the purpose of scrutinizing the physical ballot and remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on poll and remote e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 readwith Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

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

1. As required under Section 101 and Section 108 of the Companies Act, 2013, notice of the 37<sup>th</sup> Annual General Meeting of the Equity Shareholders of Lords Chloro Alkali Limited ("**the Company**"), to be held on Friday, 30<sup>th</sup> day of September, 2016 at 10:30 A.M. at the registered Office of the Company at SP-460, Matsya Industrial Area, Alwar (Rajasthan) - 301030 were sent to the members;



2. The Shareholders holding shares as on the "cut off" date i.e. 23<sup>rd</sup> September, 2016 were entitled to vote on the proposed resolution (7 items as set out in the Notice of the 37<sup>th</sup> AGM of Lords Chloro Alkali Limited).
3. Detailed instructions relating to e-voting facility along with login details were provided to the members;
4. The Company has also published the information relating to e-voting in two newspapers namely, the Naya India (Hindi Daily) and the Mint (English Daily) dated 7<sup>th</sup> September, 2016.
5. The e-voting period commenced on Monday, 26<sup>th</sup> September, 2016 at 09:00 A.M. and concluded on Thursday, 29<sup>th</sup> September, 2016 at 05:00 P. M.
6. After the time fixed for closing of the poll by the Chairman during the Annual General Meeting, (1) one ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, M/s Alankit Assignments Limited and the authorizations / proxies lodged with the Company.
8. The members have casted their vote through e-voting facility provided by the Central Depository Services (India) Limited ("**the CDSL**") on the designated website <https://www.evotingindia.com>
9. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CSDL on the designated website.
10. No members, who have used the facility of remote e-voting, have casted their vote in the Annual General Meeting of the Company.
11. The votes were unblocked on Friday, 30<sup>th</sup> September, 2016 in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Mr. Sushil Kumar Maurya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Alok K. Tripathi*

Name: Mr. Alok Kumar Tripathi

*Sushil Kumar Maurya*

Name: Mr. Sushil Kumar Maurya





12. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of the CDSL, which is placed at Annexure "A-1".

- I. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 (as Ordinary Resolution)	E-Voting	1,67,77,222	99.99	30	.01	Nil
	Poll	11,29,303	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,06,525</b>	<b>99.99</b>	<b>30</b>	<b>.01</b>	<b>Nil</b>

- II. To appoint a Director in place of Shri Yuvraj Ahuja (DIN: 00164675), who retires by rotation and being eligible, offers himself for re-appointment.

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	1,67,77,222	99.99	30	.01	Nil
	Poll	11,29,303	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,06,525</b>	<b>99.99</b>	<b>30</b>	<b>.01</b>	<b>Nil</b>



**III. To appoint and fix the remuneration of the Auditors.**

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	1,67,77,242	99.99	10	.01	Nil
	Poll	11,29,303	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,06,545</b>	<b>99.99</b>	<b>10</b>	<b>.01</b>	<b>Nil</b>

**IV. To appoint Shri Madhav Dhir as Director of the Company.**

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 4 (as Ordinary Resolution)	E-Voting	1,67,77,222	99.99	30	.01	Nil
	Poll	11,29,303	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,06,525</b>	<b>99.99</b>	<b>30</b>	<b>.01</b>	<b>Nil</b>

**V. To appoint Shri Madhav Dhir as Whole Time Director of the Company.**

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 5	E-Voting	1,67,77,222	99.99	30	.01	Nil





(as Special Resolution)	Poll	11,29,303	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,06,525</b>	<b>99.99</b>	<b>30</b>	<b>.01</b>	<b>Nil</b>

**VI. To pay Special Allowance, Performance Bonus and Incentive to Shri Ajay Virmani, Managing Director of the Company.**

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 6 (as Special Resolution)	E-Voting	1,67,77,222	99.99	30	.01	Nil
	Poll	11,29,303	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,06,525</b>	<b>99.99</b>	<b>30</b>	<b>.01</b>	<b>Nil</b>

**VII. To ratify the remuneration of the Cost Auditors for the Financial Year 2016-17.**

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 7 (as Ordinary Resolution)	E-Voting	1,67,77,242	99.99	10	.01	Nil
	Poll	11,29,303	100	Nil	Nil	Nil
	<b>Total</b>	<b>1,79,06,545</b>	<b>99.99</b>	<b>10</b>	<b>.01</b>	<b>Nil</b>

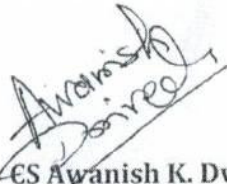
13. The percentage of total votes (ballot/ remote e-voting) casted by the members of Company in favour of all the resolutions is more than the requisite majority and therefore, all the resolutions are deemed to be passed. The Chairman of the meeting may declare the result accordingly.



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

Thanking You.

Yours faithfully



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



PLACE: NEW DELHI  
DATE: 01/10/2016

Countersigned by:



AJAY VIRMANI  
MANAGING DIRECTOR  
DIN: 00758726