



**Lloyds Metals and Energy Limited**

**39<sup>th</sup> Annual Report  
2015 - 16**

# LLOYDS METALS AND ENERGY LIMITED

## Lloyds Metals and Energy Limited

CIN: L40300MH1977PLC019594

### Corporate Information

#### CHAIRMAN

Mr. Mukesh R. Gupta

#### BOARD OF DIRECTORS

Mr. Babulal Agarwal	<i>Managing Director</i>
Mr. Rajesh R. Gupta	<i>Non-executive Director</i>
Mr. Shantanu Mohapatra	<i>Independent Director</i>
Mr. Devidas Kambale	<i>Independent Director</i>
Mr. Jagannath Dange	<i>Independent Director</i>
Mrs. Bhagyam Ramani	<i>Independent Director</i>
Dr. B. R. Singh	<i>Independent Director</i>

#### Chief Financial Officer

Mr. Riyaz Shaikh

#### Company Secretary

Mr. Nitesh Tanwar

#### Statutory Auditor

M/s Todarwal & Todarwal  
12, Maker Bhavan No. 03,  
1<sup>st</sup> Floor, 21, New Marine Lines,  
Mumbai- 400020,  
Maharashtra

#### Cost Auditor

M/s Manisha & Associates  
238, Shri Ram Shyam Towers,  
2<sup>nd</sup> Floor, Near N.I.T. Sadar,  
Nagpur- 440001,  
Maharashtra

#### Secretarial Auditor

M/s K.C. Nevatia & Associates  
J-2, Jolly Highrise Apartments,  
10<sup>th</sup> Floor, 241-A, Pali Mala  
Road, Bandra (West),  
Mumbai – 400050,  
Maharashtra

#### Internal Auditor

RSM Astute Consulting Pvt. Ltd.  
3<sup>rd</sup> Floor, A- Wing,  
Technopolis Knowledge Park,  
Mahakali Caves, Road,  
Andheri (East), Mumbai-400093.  
Maharashtra.

#### CORPORATE IDENTIFICATION NUMBER

L40300MH1977PLC019594

#### BANKERS

Bank of India

Union Bank of India

Punjab and Maharashtra Co-operative Bank Ltd.

Kotak Mahindra Bank Ltd.

#### REGISTERED OFFICE & WORKS

##### SPONGE IRON & POWER PLANT

Plot No. A 1-2,  
MIDC Area, Ghugus,  
Dist. Chandrapur – 442 505,  
Maharashtra

#### CORPORATE OFFICE

Trade World, 'C' Wing, 16<sup>th</sup> Floor,  
Kamala City, Senapati Bapat Marg,  
Lower Parel (West), Mumbai – 400 013.  
Tel : 022 – 3041 8111  
Fax : 022 – 3041 8260  
E-Mail: [investor@lloyds.in](mailto:investor@lloyds.in)

#### REGISTRAR & SHARE TRANSFER AGENT

##### BIGSHARE SERVICES PRIVATE LIMITED

E-2/3, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (E), Mumbai – 400 072.  
Phone : 022 - 4043 0200  
Fax : 022 - 2847 5207  
E-Mail : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

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## NOTICE

**NOTICE** is hereby given that the Thirty Ninth Annual General Meeting of the Members of the **Lloyds Metals and Energy Limited** will be held on **Friday, 10<sup>th</sup> June, 2016 at 12.30 p.m.** at the Registered Office of the Company at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur- 442 505, Maharashtra, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016, the reports of the Board of Directors and Auditors Report thereon.
2. To appoint a Director in place of Mr. Rajesh R. Gupta (DIN: 00028379), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W) as Statutory Auditors for the financial year 2016-2017, including their remuneration.
4. To reappoint M/s Manisha & Associates, Cost Accountants (Firm Registration No. 000321) as Cost Auditors for the financial year 2016-2017 including their remuneration.

### SPECIAL BUSINESS:

5. **Sub-division of Equity Shares from the Face Value of ₹ 2/- per share to Face Value of ₹ 1/- per share**

To consider and, if thought fit, to pass the following resolution, as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, 37,50,00,000 Equity Shares of the Company having a face value of ₹ 2/- each in the Authorized Share Capital of the Company be sub-divided into 75,00,00,000 Equity Shares having a face value of ₹ 1/- each.

**RESOLVED FURTHER THAT** pursuant to the Sub-division of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of ₹ 2/- (Rupee Two Only) each, shall stand sub-divided into 2 (Two) Equity Shares of nominal value of ₹ 1/- (Rupee One Only) each.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 2/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch

the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** any Director of the Company and/ or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection.”

6. **Alteration of the Capital Clause of Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution, as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause “Clause V”:

“V. The Authorised Share Capital of the Company is ₹ 1,00,00,00,000/- (Rupees One Hundred Crores Only) divided into 75,00,00,000 (Rupees Seventy Five Crores Only) Equity Shares of ₹ 1/- (Rupee One) each and 2,50,00,000 (Two Crores Fifty Lacs) Preference shares of ₹ 10/- (Rupees Ten) each with powers to increase or reduce the same, to divide the same in shares of several classes permissible under the Act and to attach thereto respectively such preferential, qualified and special rights, privileges and conditions as may be determined under the provisions of law in force for time being and to vary, modify, abrogate and deal with any such rights, privileges and conditions in the manner provided in law, time being in force.”

**RESOLVED FURTHER THAT** any Director of the Company and/ or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection.”

**By Order of the Board of Directors**

**Date : 14<sup>th</sup> April, 2016**  
**Place : Mumbai**

**Nitesh Tanwar**  
**Company Secretary**

# LLOYDS METALS AND ENERGY LIMITED

## NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**
2. **The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. The proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The information regarding the Director who is proposed to be re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
7. An explanatory Statement setting out details relating to the special business to be transacted at the Annual General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
8. 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 or to the Registrar and Share Transfer Agent.
9. Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 18.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 3<sup>rd</sup> June, 2016 to Friday, 10<sup>th</sup> June, 2016 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
13. In line with the Green Initiative of the Ministry of Corporate Affairs, hard copy of the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to those shareholders who have not registered their e-mail addresses. Shareholders who have registered their e-mail addresses will be sent the soft copies by e-mail. However, a shareholder continues to retain the right to request the Company for a hard copy of the Report.
14. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, the Statutory Registers, the Audited Financial Statements, the Directors' Report and the Auditor's Report, will remain open for inspection at the Registered Office of the Company on all working days between 09:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays and public holidays upto the date of the AGM. The Audited Financial Statements, the Directors' Report and the Auditor's Report will be placed on the Company's website on [www.lloyds.in](http://www.lloyds.in)
15. Members desiring any information as regards to Accounts are requested to write 7 days in advance to the Company before the date of the meeting to enable the Management to keep full information ready.
16. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.
17. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
18. **Information and other instructions relating to e-voting are as under:**
  - a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions

proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- b. The facility for voting through ballot shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'ballot'.
- c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again. Please note that if a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid.
- d. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
- e. The Board of Directors of the Company has appointed K.C. Nevatia, Practicing Company Secretary (Membership No. FCS 3963 CP No. 2348), as the Scrutinizer, to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- f. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 3<sup>rd</sup> June, 2016.
- g. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 3<sup>rd</sup> June, 2016 only shall be entitled to avail the facility of remote e-voting /Ballot.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting (Ballot) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.lloyds.in. The results shall simultaneously be communicated to the Stock Exchange.
- i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 10<sup>th</sup> June, 2016.
- j. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on 7th June, 2016 at 9.00 a.m. and ends on 9th June, 2016 at 5.00 p.m. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on

the cut-off date of 3rd June, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iv) Click on "Shareholders" tab.
- v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

# LLOYDS METALS AND ENERGY LIMITED

viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for "**LLOYDS METALS AND ENERGY LIMITED**" on which you choose to vote.

xii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

xiv) After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.

xv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.

xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Note for Non-Individual Shareholders and Custodians :

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an E-Mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

19. The route map of the venue of the Annual General Meeting is appended to this Notice.

20. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the following information is furnished in respect of Director seeking re-appointment

## Details of Director seeking re-appointment

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking re-appointment

<b>Name of Director</b>	Rajesh Gupta
<b>DIN</b>	00028379
<b>Age</b>	51 years
<b>Date of first appointment on the Board</b>	21 <sup>st</sup> November, 1991
<b>A Brief Resume of the Director &amp; Nature of his Expertise in Specific Functional Areas;</b>	He is commerce graduate and a successful industrialist having vast knowledge and rich experience of over 25 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, the Company and Uttam Value Steels Ltd. (Formerly Lloyds Steel Industries Ltd.) implemented several projects in Steel Sector, including power plant. He is Founder Board Member of Lloyds Group.
<b>Disclosure of Relationships Between Directors Inter-Se;</b>	Mr. Babulal Agarwal is maternal uncle of Mr. Rajesh R. Gupta and Mr. Mukesh R. Gupta. Mr. Rajesh R. Gupta and Mr. Mukesh R. Gupta are brothers
<b>Names of Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board</b>	<b>Directorship</b> 1. Lloyds Metals and Energy Limited 2. Shree Global Tradefin Limited  <b>\$ Membership of Committees</b> -Nil
<b>No. of Shares held in the Company</b>	345860 shares
<b>No. of Board meetings attended during last Financial Year</b>	4 (Four)
<b>Terms and conditions of appointment</b>	Non-Executive Director (Non-Independent), liable to retire by rotation.

\$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee

**By Order of the Board of Directors**

**Date : 14<sup>th</sup> April, 2016**

**Place : Mumbai**

**Nitesh Tanwar**  
**Company Secretary**

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

#### Item No. 5

The Equity Shares of the Company are listed on the Bombay Stock Exchange (BSE) and the shares are being traded on BSE. With a view to enhancing the investor base of the company by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on 14<sup>th</sup> April, 2016 has approved to sub-divide the nominal value of the equity share capital of the Company from ₹ 2/- per share to ₹ 1/- per share, subject to approval of members in the ensuing Annual General Meeting.

At present, the Authorised Share Capital of the Company is ₹ 1,00,00,00,000/- (Rupees One Hundred Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs) Equity Shares of ₹ 2/- (Rupee Two) each and 2,50,00,000 (Two Crores Fifty Lakhs) Preference Shares of ₹ 10 (Rupees Ten) each. The issued, subscribed and paid up capital of the Company is divided into 11,12,91,290 (Eleven Crores Twelve Lakhs Ninty One Thousand Two hundred and Ninety only) Equity Shares of ₹ 2/- (Rupee Two) each amounting to ₹22,25,82,580/- (Twenty Two Crore Twenty Five Lakhs Eighty Two Thousand Five Hundred and Eighty Only).

Accordingly, each paid up equity share of nominal value ₹ 2/- (Rupee Two Only) each of the Company, existing on the Record Date as may be fixed by the Board of Directors, shall stand sub divided into 2 (Two) Equity Shares of Nominal Value of ₹ 1/- (Rupee One only) each.

The Record Date for the aforesaid Sub Division of the equity shares will be fixed after the approval of the shareholders is obtained, pursuant to this Annual General Meeting.

The Board recommends the Special Resolution under Item No. 5 of the notice for approval of the Members.

None of the Directors/ Key- Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

#### Item No. 6

At present, the Authorised Share Capital of the Company is ₹ 1,00,00,00,000/- (Rupees One Hundred Crores only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs) Equity Shares of ₹ 2/- (Rupee Two) each and 2,50,00,000 (Two Crores Fifty Lakhs) Preference Shares of ₹ 10 (Rupees Ten) each. The issued, subscribed and paid up capital of the Company is divided into 11,12,91,290 (Eleven Crores Twelve Lakhs Ninty One Thousand Two hundred and Ninety only) Equity Shares of ₹ 2/- (Rupee Two) each amounting to ₹22,25,82,580/- (Twenty Two Crore Twenty Five Lakhs Eighty Two Thousand Five Hundred and Eighty Only).

The proposed sub division of equity shares of the Company from ₹2/- (Rupee Two only) per Equity share to ₹ 1/- (Rupees One only) per equity share, requires alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No.6.

The Board recommends the Special Resolution under Item No. 6 of the notice for approval of the Members.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours of the Company till the conclusion of the Annual General Meeting.

None of the Directors/ Key- Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors**

**Date : 14<sup>th</sup> April, 2016**  
**Place : Mumbai**

**Nitesh Tanwar**  
**Company Secretary**

# LLOYDS METALS AND ENERGY LIMITED

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Company's Thirty Ninth Annual Report and the Company's audited financial statement for the financial year ended 31<sup>st</sup> March, 2016.

### FINANCIAL RESULTS

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2016 is summarised below:

(₹ in Lacs)

Particulars	Current Year 2015-16	Previous Year 2014-15
<b>Sales ( Net )</b>	<b>37,686.98</b>	63,891.58
<b>Other Income</b>	<b>1,411.21</b>	2,242.46
<b>Total Income :</b>	<b>39,098.19</b>	66,134.04
Profit before Interest, Depreciation & Tax	<b>2,729.77</b>	(395.02)
Less : Finance Cost	<b>969.98</b>	619.63
Depreciation	<b>1,064.74</b>	1,067.19
Exceptional Items	<b>622.93</b>	-
Profit/(Loss) before tax	<b>72.12</b>	(2,081.84)
Less : Tax Provision	-	-
Net Profit/ (Loss) after Tax	<b>72.12</b>	(2,081.84)

### OPERATIONS AND OVERALL PERFORMANCE

#### Global Steel Industries Scenario

The outlook for the global economy is mostly positive with growth picking up in the US, India and Southeast Asia, while several emerging markets are experiencing a deceleration in growth. However, the structural shift in the transitioning Chinese economy could cap this momentum. Countries and businesses are becoming increasingly interdependent through trade, investment and financial systems across the world. The risks and opportunities in the steel business are getting larger in scale and impact, with their sources becoming more diverse and global.

While the Chinese steel sector turns introspective over the next decade to deal with its excess capacity, pollution, low market concentration and lack of profitability, this is the window of opportunity to build competitive advantage now before supersized, more efficient Chinese steelmakers emerge in the global market. Steel companies that embrace globalization (in their strategy, supply chains, knowledge and information, processes, talent and financial flows) while balancing with customization (of their products, marketing, and stakeholder relationships) will emerge as sector leaders in the long term.

India has emerged as the third-largest steel producer in the world after China and Japan, beating the US to the fourth position producing about 89.6 million tons (MT) of steel a year even the world steel output went down 2.8% to 1.6 billion tones.

Despite the strong adverse impact of global economic meltdown, Indian steel demand in India is expected to grow by 5.4 per cent to 83.8 million tons (MT) this year on the back of low oil prices, reform momentum that remains better than in many countries. The construction industry is expected to rise further due to government's stimulus plan. The automotive sector is doing well. Hence, it is expected that domestic steel demand is going to recover soon and for the long term as well.

The global industry body has also forecasted that demand in the world's third largest producer will again grow at 5.4 per cent to 88.3 MT in 2017. Globally, WSA has forecasted steel demand to decrease by 0.8 per cent to 1,488 MT in 2016 following a contraction of 3 per cent in 2015. The global steel market is suffering from insufficient investment expenditure and continued weakness in the manufacturing sector. In 2017, the world steel demand is expected to return to growth of 0.4 per cent to reach 1,494 MT.

India's prospects are brightening due to low oil prices, the reform momentum and policies to increase infrastructure and manufacturing output. India's steel demand will increase by 5.4 per cent in both 2016 and 2017 reaching 88.3 MT in 2017.

#### Power Industries Scenario

A robust and thriving Power sector is central to India's sustained economic growth. India's power sector has evolved substantially over the last few decades and is now witnessing unprecedented interest and investments across the value chain. With the global economic growth and industrialization, power consumption is escalating rapidly, creating demand for more power and compelling industry players to manage their power portfolio efficiently. In 2015-16 as a whole, total power generation in India grew by 8.5% and it is expected to grow by 8.4% in 2016-17. The power transmission sector in India has not been able to keep pace with the rising power demand and generation capacity in the country. The Indian Power Sector faced a challenging year under review as it juggled with increasing power demand, the poor paying capability of power distribution Companies, inadequate domestic coal/gas availability, an inefficient power tariff mechanism and rising financing costs.

By virtue of issuance of Commercial Circular No. 154 & 156 dated 23.01.2012 by Maharashtra State Electricity Distribution Company Limited and other laws and circulars of authority, the scope of distribution/supply/utilization of electricity through Open Access has been expanded. Due to this, the prospects of the industry is expected to improve in the nearest future. The company is exploring all the possibilities, strictly adhering to and complying with the parameters and conditions laid down in the said circulars & other laws to utilize the power generated by its power generation unit.

The Total Income of the Company was ₹ 390.98 crores during the year as against ₹ 661.34 crores in the previous year, showed decrease of 40.88%. The Company has reported Net profit of ₹ 0.72 crores during the year under review as against loss of ₹ 20.82 crores in the previous year.

#### SPONGE IRON DIVISION

The production of Sponge Iron Division during the year under review was 1,73,745 MT against 1,43,384 MT in the previous year showing increase of 21.17%. The total income of the



division was ₹ 319.11 Crores (including trading) as against ₹ 599.58 Crores during the previous year, showing decrease of 53.22% as a result decreasing in trading of Steel and realization of lower price of sponge iron.

#### POWER DIVISION

The production of the division was 22.67 MWH during the year under review as compared to 17.10 MWH for the previous year. The total income of the division was ₹ 57.76 Crores during the year under review as against ₹ 39.34 Crores during the previous year showing an increase of 46.85%.

#### MINING ACTIVITIES

In respect of Iron ore mining activities, the company has received all statutory permissions and necessary sanctions from the concerned authorities to commence mining operations. Further, the mining activities, at Surjagarh Iron Ore mines at Gadchiroli leased to us, which were suspended due to Force Majeure has been resumed. The company has taken adequate steps to commence mining operations as per mining plan.

#### CARBON CREDITS

The Company has received 71,302 CERs (Certified Emission Reductions) from UNFCCC (United Nations Framework Convention on Climate Change). This is issued against the power produced at the waste to energy plant during the period from 27<sup>th</sup> May, 2013 to 30<sup>th</sup> June, 2014 and the same facts has been informed to the concerned Govt. Authority.

#### ENVIRONMENT & SOCIAL OBLIGATION

The Company maintains the pollution free environment in and around its plants. The Company's plants comply with all norms set up for clean & better environment by Competent Authorities.

#### MANAGEMENT DISCUSSION AND ANALYSIS

The management of Lloyds Metals and Energy Limited presents its analysis report covering performance and outlook of the Company. The core business of the Company is manufacturing of sponge Iron and generation / distribution of Power. The management accepts responsibility for integrity and objectivity of the financial statements.

**a) Industry structure and development:** Industry structure and development: Sponge iron is an intermediate product; a source of metallics for the secondary steel making through EAF or EOF/IF route. Other sources of metallics are either steel scrap and hot metal produced in the blast furnace. Steel scrap becomes a direct substitute of sponge iron; since both of them are tradable commodities, unlike hot metal.

Further, sponge iron industry is also classified into two categories (i) gas based and (ii) coal based using coal as reductant. Lloyds Metals and Energy Limited is a coal based sponge iron producer.

Domestic sponge iron capacity utilization is showing a downward trend for last year due to less demand. Lloyds Metals and Energy Limited operate five rotary kilns to produce sponge iron. The waste gas from sponge making kilns has significant energy in the form of heat. This en-

ergy is recovered in waste heat recovery boilers to generate steam, which then passes through the generator for producing power. Iron ore and coal are two important raw materials in production of sponge iron.

**b) Opportunities and threats:** Opportunities abound in growing economies and opening of economy in India has created opportunities for India enterprise to move beyond national boundaries as well to create productive assets. Presently, the Company is consolidating its gains out of creating additional production capabilities.

Competition in Steel industry is escalating and technological changes will spur or drag the forward march of individual units in steel industry. Supply side could also be an issue in next few years because of increase in production capacity by steel industry in India and expression of interest by foreign companies to set up new steel making units. However, coming years are also going to witness substantial additions particularly in the Asian regions. The Company's thrust on improving productivity and reducing cost of production will, in such a scenario, help in forging ahead in globally competitive environment.

**c) Segment-wise performance:** The Company is operating two segments, Iron and Steel and Power Generation. Segment Wise results are given at Note No. 14 of significant accounting policies & notes to financial statements. The Company has no activity outside India.

**d) Outlook:** The basic aim of the Company is to be able to produce Sponge Iron and Steel Products as per market requirements and be able to manage market trends to its advantage. "Opportunities abound in growing economies and opening of economy in India has created opportunities for Indian enterprise to move beyond national boundaries as well to create productive assets".

The Company is currently engaged in steel and steel related products activity and is looking for new avenues of business in various areas like infrastructure and trading. Since Infrastructure has linkages to other industries like cement, brick and steel through backward and forward linkages. The outlook for the industry looks reasonable, since India has good iron ore deposits, skilled manpower and growing demand for steel. The improved demand is expected to continue in the current fiscal as well on the back of ongoing government funded infrastructure projects. In spite of a downturn in the Global Steel demand, Indian steel demand could survive showing an upward trend, setting a road ahead for the growth of the domestic steel industry in the long run. The upward trend is expected to be continued on account of fiscal measures taken by the Government such as infusion of funds for development of infrastructure sector, introduction of stimulus packages for revival of industry besides factors like increase in consumption and production of steel, upcoming infrastructure and Greenfield projects, stabilization of prices etc. The National Steel Policy has a target for taking Indian Steel production upto 110 MT by 2019-20.

# LLOYDS METALS AND ENERGY LIMITED

e) **Risk and concerns:** Global economic uncertainties have affected India's economy, Key risks synonymous to industry include the global recessionary trend, economic slowdown, increase in financial charges, non-availability (or undue increase in cost) of raw materials, such as iron ore, coal and labour etc., coupled with market fluctuations. The Company does not apprehend any inherent risk in the long run, with the exception of certain primary concerns that have afflicted the progress of our industry in general, like:

- Shortage of Labour
- Rising manpower and material costs,
- Approvals and procedural difficulties.
- Lack of adequate sources of finance.

Apart from this Industry is highly labour intensive and is subject to stringent labour laws. Your Company has identified the major thrust areas to concentrate on, which it believes to be critical to achievement of organizational goals. Company annually re-views the 'List of Risk Area' to identify potential business threats and suitable corrective actions are initiated. Confirmations of compliance with appropriate statutory requirements are obtained from the respective units/divisions. Corporate Governance Policy clearly laying down roles, duties and responsibilities of various entities in relation to risk management is in place.

f) **Mitigation of Risks:** The Company in order to mitigate the risks, threats and concerns, is taking necessary short term and long term steps like exploring Open Access Market for sale of power, expanding customer base, forward integration and energy management etc. The Company has already taken effective steps for raw material security in the long term.

g) **Internal control system and Audit:** The Company believes in systematic working and placing of proper checks. Proper systems are in place and regular reviews are held at higher levels to check efficacy and relevance of these systems. These reviews also prescribe changes wherever required. The internal auditors of the company conducts audit of various department and areas. Their reports are placed before the Audit Committee, which reviews these reports and comments/suggestions of the Internal Auditors. The Audit Committee also oversees financial systems/procedures and internal controls and is competent to call for any information/document from any department.

h) **Discussion on financial performance with respect to operating performance:** The operating performance of the Company has been discussed in Directors Report under the head '**Financial Performance**' & '**Operations and Overall Performance**' in the current year.

i) **Human resources and industrial relations:** Human Resources Department ("HRD") works continuously for maintaining healthy working relationship with the workers and other staff members. The underlying principle is that workers and staff at all levels are equally instrumental in attaining the Company's goals. Training programmes are regularly conducted to update their skills and apprise

them of latest techniques. Senior management is easily accessible for counseling and redressal of grievances. The HR department continuously strives to maintain and promote harmony and co-ordination among workers, staff and members of the senior management. The total number of employees as on 31<sup>st</sup> March, 2016 was **390**.

j) **Cautionary Statement:** The Management Discussions and Analysis describe Company's projections, expectations or predictions and are forward looking statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

## DIVIDEND

With a view to conserve the resources in long run, your Directors have not recommended any dividend for the year ended 31<sup>st</sup> March, 2016.

## SUBSIDIARY & CONSOLIDATED FINANCIAL STATEMENTS

The Company is not required to consolidate its Financial Statements for the year ended 31<sup>st</sup> March, 2016 as Company do not have any subsidiary.

## INVESTOR SERVICES

The Company and its Registrar M/s. Bigshare Services Private Limited who is looking after the physical as well as Demat work and also shareholders correspondence in terms of SEBI direction for having a common Registrar and Share Transfer Agent, endeavored their best to service the Investors satisfactorily.

## RESERVES

The Company did not propose to transfer any amount to any reserves.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

## CHANGE IN THE NATURE OF BUSINESS

During the year under review, there are no changes in the nature of the business of the company.

## INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

1. in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2016, the applicable accounting stand-

ards have been followed and there are no material departures from the same;

2. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit of the Company for the year ended on that date;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the Directors have prepared the annual accounts on a 'going concern' basis;
5. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## BOARD MEETINGS

Four meetings of the Board of Directors were held during the year on 10<sup>th</sup> April, 2015, 31<sup>st</sup> July, 2015, 06<sup>th</sup> November, 2015 and 15<sup>th</sup> January, 2016. In respect of such meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes book maintained for the purpose. No circular resolutions were passed by the Company during the financial year under review.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Mr. Rajesh R. Gupta (DIN 00028379)

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajesh R. Gupta (DIN 00028379), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

### Mr. Bharat Bhushan Chadha (DIN 00298713)

Mr. Bharat Bhushan Chadha (DIN 00298713) resigned from the directorship of the Company with effect from 03<sup>rd</sup> November, 2015 and board of directors noted the same in board meeting held on 06<sup>th</sup> November, 2015.

## DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section 149(6) of Companies Act, 2013.

## PERFORMANCE EVALUATION OF THE DIRECTORS

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board.

The framework of performance evaluation of the Independent Directors captures the following points:

- A. Key attributes of the Independent Directors that justify his / her extension / continuation on the Board of the Company;
- B. Participation of the Directors in the Board proceedings and his / her effectiveness;

The evaluation was carried out by means of the replies given / observations made by all the Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness.

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Company does not have any employee, whose particulars are required to be given pursuant to the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed hereto marked as **Annexure "D"** and forms part of this report.

## PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED

Particulars of Investments made pursuant to Section 186 of the Companies Act, 2013 are provided in Note 10 to the Financial Statement. The Company has not given any loan or guarantee or provided security during the year under review.

## PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY

The Company did not enter into any transactions / contracts or arrangement with any of the related party during the financial year ended 31<sup>st</sup> March, 2016 pursuant to section 188(2) of the Companies Act, 2013.

## COMMITTEES AND POLICIES

### Audit Committee

The Audit Committee was reconstituted at the Board Meeting held on 6<sup>th</sup> November, 2015, due to the resignation of Mr. Bharat Bhushan Chadha, from the post of Directorship of the Company. Presently, the Committee comprises of Mr. Shantanu Mohapatra as the Chairman and Mr. Mukesh R. Gupta, Dr. B.R. Singh and Mr. Devidas Kambale as the Members.

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors. More details on the committee are given in the Corporate Governance Report.

### Nomination and Remuneration Committee

The Nomination and Remuneration Committee was reconstituted at the Board Meeting held on 6<sup>th</sup> November,

# LLOYDS METALS AND ENERGY LIMITED

2015, due to the resignation of Mr. Bharat Bhushan Chadha, from the post of Directorship of the Company. Presently, the Committee comprises of Dr. B.R. Singh as the Chairman and Mr. Mukesh R. Gupta and Mr. Devidas Kambale as the members. During the financial year 2015-2016, no meetings of Nomination and Remuneration Committee were held.

## Stakeholders Relationship Committee

The Stakeholders Relationship Committee is entrusted with the responsibility of redressing the shareholders'/ investors' complaints with respect to transfer of shares, non-receipt of Annual Report, non-receipt of dividend etc. The Committee comprises of Mr. Mukesh R. Gupta as the Chairman and Mr. Devidas Kambale and Dr. B.R. Singh as the Members.

## Risk Management Committee

The Risk Management Committee of the company comprises of Mr. Mukesh R. Gupta as the Chairman and Mr. Babulal Agarwal, Mr. Rajesh R. Gupta and Mr. Jagannath Dange as the Members.

## Risk Management Policy

The Risk Management policy is formulated and implemented by the company. The policy helps to identify the various elements of risks faced by the company, which in the opinion of the Board threatens the existence of the Company. The Risk Management Policy as approved by the Board is uploaded on the company's website at the web link: <http://www.lloyds.in/policies.html>.

## Remuneration Policy

The Remuneration policy provides guidelines to the Nomination & Remuneration Committee relating to the Appointment, Removal & Remuneration of Directors and KMP. It also provides criteria for determining qualifications, positive attributes and independence of a director.

The Nomination and Remuneration policy as approved by the Board is uploaded on the company's website at the web link: <http://www.lloyds.in/policies.html>.

## Whistle Blower Policy & Vigil Mechanism

The Company has formulated Whistle Blower Policy & established Vigil Mechanism for the directors and employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. None of the employees of the Company has been denied access to the Audit Committee.

Mr. Nitesh Tanwar, Company Secretary and Compliance officer of the company, has been designated as Vigilance and Ethics Officer for various matters related to Vigil Mechanism.

The Policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board is uploaded on the company's website at the web link: <http://www.lloyds.in/policies.html>.

## CORPORATE GOVERNANCE

The Company has taken adequate steps to ensure that all

mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with. The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is annexed hereto marked as **Annexure "E"** and forms part of this report.

## AUDITORS AND AUDITORS' REPORT

### Statutory Auditor

Pursuant to Section 139 of the Companies Act, 2013, rules made thereunder and subject to approval of the members of the company at the Annual General Meeting, the Board of directors on the recommendation of the Audit Committee appointed M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No.111009W), as the Statutory Auditors of the company for the period of three financial years commencing from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2017.

The Board based on the recommendation of the Audit Committee, recommends the ratification of the appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No.111009W) as the Statutory Auditors. The members are thus requested to ratify the appointment of aforesaid Statutory Auditors for the next financial year 2016-2017 at the ensuing Annual General Meeting.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

### Cost Auditor

In terms of provisions of Section 148 of the Companies Act, 2013 and in accordance with notification issued by the Ministry Of Corporate Affairs, F.No.52 /26/ CAB – 2010 dated 2<sup>nd</sup> May, 2011, M/s Manisha & Associates, Nagpur, Cost Accountants was appointed as Cost Auditor of the Company for the financial year 2015-16 and they have offered themselves for re-appointment for the financial year 2016-17. The Company has filed Cost Audit Report for the financial year ended 31<sup>st</sup> March, 2015 with the Central Government within the time limit prescribed under the Companies Act, 2013.

### Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Mr. K. C Nevatia of K. C Nevatia & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended 31<sup>st</sup> March, 2017. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report is annexed hereto marked as **"Annexure B"** and forms part of this Report.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

The Information on conservation of energy, technology absorption, foreign exchange earnings and out go, which is required to be given pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of

Companies (Account) Rules, 2014 is annexed hereto marked as **Annexure 'A'** and forms part of this report.

**EXTRACT OF THE ANNUAL RETURN**

The Extract of the Annual Return for the Financial Year 2015-16 is enclosed with this report pursuant to section 92(3) of the Companies Act, 2013 as **Annexure 'C'** and forms part of this report.

**GENERAL DISCLOSURE**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save or ESOS.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**ACKNOWLEDGEMENT:**

Your Directors place on record their sincere appreciation and gratitude for the assistance and generous support extended by all Government authorities, Financial Institutions, Banks, Customers and Vendors during the year under review. Your Directors wish to express their immense appreciation for the devotion, commitment and contribution shown by the employees of the company while discharging their duties.

**For and on behalf of the Board**

**Date : 14<sup>th</sup> April, 2016**  
**Place : Mumbai**

**Mukesh R. Gupta**  
**Chairman**

**ANNEXURE – A**

**SPONGE IRON PLANT**

**(A) CONSERVATION OF ENERGY**

Energy Conservation Measures Taken:-

Following are the measures on account of energy conservation :

1. Keeping minimum RPM of 24 nos of shell air fan maximum air volume is achieved by 100% damper opening of individual fans which saved significant amount of power.
2. By reducing 50% of operation hours in product separation system substantial saving power is achieved.

**(B) RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION**

1. Substantial reduction of direct fuel like coal by increasing campaign life.
2. Yearly steam generation has been increased due to continual operation of DRI Kilns .
3. By Re-using Blow down water from CPP for DRI plant utility , we have saved around 5% power consumption.

**POWER PLANT**

**(A) CONSERVATION OF ENERGY**

1. Automatic control of field lighting by providing Timer switches at different Location.
2. De-arator make-up was done from DM transfer pump directly. Now, DM water is taken in Hotwell with natural recirculation without DM pump running.
3. Conversional lightings are replaced with LED lamp.

**(B) R & D AND TECHNOLOGY ABSORPTION**

1. Replacement of Steam traps with Thermodynamic type Steam Traps in Main Steam line to reduce the steam loss
2. Draig Chain Modification in Boiler – The length of Draig Chain feeder is reduced by 3 mtr from its 16 mtr. Length. From this modification, its travelling time is reduced and the advantages of this are -
  - a) Power saving achieved because of low RPM set.
  - b) Reduction in breakdown period because of low length of Chain.
  - c) Low maintenance cost.
3. Fills replacement in Cooling Tower – The PVC fill are replaced with new one. The air flow got increased due to which effectiveness of cooling tower got increased and the requirement of running of standby cooling tower fan to maintain required parameters got eliminated. Now, we are achieving operating parameters with running of two cooling tower fans only instead of three cooling tower fans. Thus, there is 110kW power saving hourly.
4. Earlier Hotwell level was maintained through two Condensate Extraction Pumps at Full load of turbine. The impeller of one of CEP pump is modified to increase the flow of Condensate Extraction Pump. Now, hotwell level is maintained through single pump.

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

Total Foreign exchange Earned and Used

(₹ in Lacs)

<b>Foreign Exchange earned in terms of Actual Inflows</b>	<b>Nil</b>
<b>Foreign Exchange outgo in terms of Actual Outflows</b>	<b>₹43.94</b>

**For and on behalf of the Board**

**Date: 14<sup>th</sup> April, 2016**  
**Place: Mumbai**

**Mukesh R Gupta**  
**Chairman**

# LLOYDS METALS AND ENERGY LIMITED

## ANNEXURE - B

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

For the Company's Financial Year from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Lloyds Metals and Energy Limited**

**Chandrapur**

(Maharashtra)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lloyds Metals and Energy Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

Based on our verification of **Lloyds Metals and Energy Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **31<sup>st</sup> March, 2016**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into force;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, were not attracted to the Company during the financial year under report.
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. Listing Agreement with Stock Exchange in force upto 30<sup>th</sup> November, 2015;
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Employees Provident Fund and Miscellaneous Provisions Act, 1952;
  6. Employees State Insurance Act, 1948;
  7. Employers Liability Act, 1938;
  8. Environment Protection Act, 1986 and other environmental laws;
  9. Equal Remuneration Act, 1976;
  10. Factories Act, 1948;
  11. Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003;
  12. Indian Contract Act, 1872;
  13. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Section and T.D.S. Returns filed;
  14. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed;
  15. Indian Stamp Act, 1999;
  16. The Maharashtra Stamp Act;
  17. Industrial Dispute Act, 1947;
  18. Maternity Benefits Act, 1961;
  19. Minimum Wages Act, 1948;
  20. Negotiable Instruments Act, 1881;
  21. Payment of Bonus Act, 1965;
  22. Payment of Gratuity Act, 1972;
  23. Payment of Wages Act, 1936 and other applicable labour laws.
  24. Indian Boiler Act, 1950;
  25. Indian Electricity Act, 2003.

**According to the records of the Company, the disputed dues in respect of Excise Duty and Central Sales Tax as at 31<sup>st</sup> March, 2016 as per details furnished hereunder have not been deposited with appropriate authorities:**

Sr. No.	Name of the Statute	Amount (₹ In Lacs)	Forum where dispute is pending
1.	The Central Excise Act, 1944	5.20	Supreme Court
2.	The Central Sales Tax Act, 1956	1.03	Joint Commissioner - Sales Tax
	<b>Total</b>	<b>6.23</b>	

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and Committees thereof that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

**For K. C. Nevatia & Associates  
Company Secretaries**

**K. C. Nevatia  
Proprietor  
FCS No.: 3963  
C P No.: 2348**

**Place : Mumbai  
Date : 14.04.2016**

To,  
The Members  
**Lloyds Metals and Energy Limited**  
**Chandrapur**  
(Maharashtra)

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For K. C. Nevatia & Associates  
Company Secretaries**

**K. C. Nevatia  
Proprietor  
FCS No.: 3963  
C P No.: 2348**

**Place : Mumbai  
Date : 14.04.2016**

# LLOYDS METALS AND ENERGY LIMITED

ANNEXURE - C

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31<sup>st</sup> March, 2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

1.	<b>CIN</b>	L40300MH1977PLC019594
2.	<b>Registration Date</b>	5 <sup>th</sup> April, 1977
3.	<b>Name of the Company</b>	LLOYDS METALS AND ENERGY LIMITED
4.	<b>Address of the Registered office and contact details.</b>	Plot No. A 1-2, MIDC Area, Ghugus , Dist. Chandrapur, 442 505, Maharashtra, India. Tel: 022 30418111, Fax: 30418260
5.	<b>Category/Sub Category of the Company</b>	Company Limited by Shares/Indian Non Government Company
6.	<b>Whether Listed Company (Yes/No)</b>	Yes (Listed in BSE)
7.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400 072. Phone: 022-40430200, Fax: 022-28475207, E-Mail Id: investor@bigshareonline.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Sponge Iron & Steel	24102	84.67
2	Power	35106	15.33

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate of the Company	% of Shares held	Applicable Section
1.	NA	NA	NA	NA	NA

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1. Indian</b>									
a. Individual/HUF	43,60,860	0	43,60,860	3.92	43,60,860	0	43,60,860	3.92	0.00
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corp.	5,47,24,464	0	5,47,24,464	49.17	6,00,48,677	0	6,00,48,677	53.95	4.78
e. Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total-A(1)</b>	<b>5,90,85,324</b>	<b>0</b>	<b>5,90,85,324</b>	<b>53.09</b>	<b>6,44,09,537</b>	<b>0</b>	<b>6,44,09,537</b>	<b>57.87</b>	<b>4.78</b>
<b>2. Foreign</b>									
a. NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b. Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c. Body Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d. Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00



## ANNUAL REPORT 2015-16

Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e. Any Other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total-A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholders of Promoters (1+2)</b>	<b>5,90,85,324</b>	<b>0</b>	<b>5,90,85,324</b>	<b>53.09</b>	<b>6,44,09,537</b>	<b>0</b>	<b>6,44,09,537</b>	<b>57.87</b>	<b>4.78</b>
<b>B. Public Shareholding</b>									
<b>1. Institution</b>									
a. Mutual Funds	0	2,500	3,500	0.00	1,000	2,500	3,500	0.00	0.00
b. Bank/FI	0	5,500	13,000	0.01	0	5,500	5,500	0.00	-0.01
c. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Co.	0	0	0	0.00	0	0	0	0.00	0.00
g. FIs	0	0	0	0.00	0	0	0	0.00	0.00
h. Foreign portfolio Corporate	0	0	0	0.00	0	0	0	0.00	0.00
i. Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
j. Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total-B(1)</b>	<b>0</b>	<b>8,000</b>	<b>16,500</b>	<b>0.01</b>	<b>1,000</b>	<b>8,000</b>	<b>9,000</b>	<b>0.00</b>	<b>-0.01</b>
<b>2. Non-Institution</b>									
a. Body Corp	0	1,65,505	2,34,81,020	21.10	2,07,75,587	1,65,500	2,09,41,087	18.82	-2.28
<b>b. Individual</b>									
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	0	28,24,100	85,42,857	7.68	62,48,695	27,87,605	90,36,300	8.12	0.44
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	1,21,77,608	10.94	87,89,993	0	87,89,993	7.90	-3.04
<b>c. Others</b>									
i. NRI (Rep)	0	4,47,000	14,74,281	1.32	10,19,573	4,44,500	14,64,073	1.32	0.00
ii. NRI (Non Rep)	0	0	0	0.00	0	0	0	0.00	0.00
iii. Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
iv. OCB	0	0	56,00,000	5.03	56,00,000	0	56,00,000	5.03	0.00
v. Trust	0	500	500	0.00	0	500	500	0.00	0.00
vi. In Transit	0	0	31,950	0.03	1,69,050	0	1,69,050	0.15	0.12
vii. Unclaimed Suspense Account	0	0	8,81,250	0.79	8,71,750	0	8,71,750	0.78	-0.01
<b>Sub Total-B(2)</b>	<b>0</b>	<b>34,37,105</b>	<b>5,21,89,466</b>	<b>46.89</b>	<b>4,34,74,648</b>	<b>33,98,105</b>	<b>4,68,72,753</b>	<b>42.12</b>	<b>-4.77</b>
<b>Net Total(1+2)</b>	<b>0</b>	<b>34,45,105</b>	<b>5,22,05,966</b>	<b>46.91</b>	<b>4,34,75,648</b>	<b>34,06,105</b>	<b>4,68,81,753</b>	<b>42.13</b>	<b>-4.78</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
Promoter & Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
Public	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>5,90,85,324</b>	<b>34,45,105</b>	<b>11,12,91,290</b>	<b>100.00</b>	<b>10,78,85,185</b>	<b>34,06,105</b>	<b>11,12,91,290</b>	<b>100.00</b>	<b>0.00</b>

**Note: In Public Shareholding "Individual Category":-**

1. a. Individual Shareholders holding nominal share capital upto Rs 1 lakh is considered in the No of Shares held at the beginning of the year.
- b. Individual Shareholders holding nominal share capital in excess of Rs 1 lakh is considered in the No of Shares held at the beginning of the year.
2. a. Individual Shareholders holding nominal share capital upto Rs 2 lakh is considered in the No of Shares held at the beginning of the year.
- b. Individual Shareholders holding nominal share capital in excess of Rs 2 lakh is considered in the No of Shares held at the beginning of the year.

# LLOYDS METALS AND ENERGY LIMITED

## ii) Share Holding of Promoters:

Sr No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in Shareholding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total Shares	
1.	Shree Global Tradefin Limited	2,19,45,190	19.72	0.00	2,19,45,190	19.72	19.72	0.00
2.	ASP Technologies Private Limited	1,82,00,170	16.35	5.11	1,82,00,170	16.35	0.00	0.00
3.	Triumph Trade & Properties Developers Private Limited	1,45,79,104	13.10	0.00	1,45,79,104	13.10	0.00	0.00
4.	Ravi Agarwal	13,65,000	1.23	0.00	13,65,000	1.23	0.00	0.00
5.	Renu R. Gupta	6,02,210	0.54	0.00	6,02,210	0.54	0.00	0.00
6.	Mukesh R. Gupta	3,53,650	0.32	0.00	3,53,650	0.32	0.00	0.00
7.	Rajesh R. Gupta	3,45,860	0.31	0.00	3,45,860	0.31	0.00	0.00
8.	Abha M. Gupta	3,34,770	0.30	0.00	3,34,770	0.30	0.00	0.00
9.	Shreekrishna Gupta	3,01,000	0.27	0.00	3,01,000	0.27	0.00	0.00
10.	Madhur R. Gupta	3,00,000	0.27	0.00	3,00,000	0.27	0.00	0.00
11.	Chitralekha R. Gupta	2,58,370	0.23	0.00	2,58,370	0.23	0.00	0.00
12.	Priyanka Rajesh Gupta	2,50,000	0.22	0.00	2,50,000	0.22	0.00	0.00
13.	Dipti M. Gupta	2,50,000	0.22	0.00	2,50,000	0.22	0.00	0.00
14.	Lloyds Metals and Minerals Trading LLP	0.00	0.00	0.00	53,24,213	4.78	0.00	4.78

## iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.	Name of Promoter	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Lloyds Metals and Minerals Trading LLP	0	0	53,24,213	4.78

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Top Ten Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Halan Properties Pvt. Ltd.	87,61,500	7.87	87,61,500	7.87
2.	Uttam Exports Pvt. Ltd.	73,90,000	6.64	73,90,000	6.64
3.	Premlata Harlalka	14,18,000	1.27	14,18,000	1.27
4.	Om Hari Halan	11,00,946	0.99	11,07,726	0.99
5.	Narayan Hari Mahabir Prasad Halan	10,30,000	0.93	10,30,000	0.93
6.	Ajay Kumar Mahabir Prasad Halan	10,00,000	0.90	10,00,000	0.90
7.	Vibrant Global Capital Ltd.	11,45,936	1.03	8,37,173	0.75
8.	Northwood Enterprises Limited	8,00,000	0.72	8,00,000	0.72
9.	Highgate Investments Limited	8,00,000	0.72	8,00,000	0.72
10.	Emmer Investments Limited	8,00,000	0.72	8,00,000	0.72
11.	Jignesh Gopani	27,26,365	2.45	2,26,365	0.20
12.	Gopani International Pvt. Ltd.	24,78,693	2.23	0.00	0.00
13.	Pawan Kumar Maniram Arya	8,95,134	0.80	0.00	0.00

## v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	For each of the Directors and KMP Name of the Director/KMP	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Mukesh R. Gupta	3,53,650	0.32	3,53,650	0.32
2.	Rajesh R. Gupta	3,45,860	0.31	3,45,860	0.31

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
1. Principal Amount	5,25,64,389	7,50,00,000	0	12,75,64,389
2. Interest due but not paid	0	0	0	0
3. Interest accrued but not due	0	0	0	0
<b>Total of (1+2+3)</b>	<b>5,25,64,389</b>	<b>7,50,00,000</b>	<b>0</b>	<b>12,75,64,389</b>
<b>Change in Indebtedness during the financial year</b>				
+Addition	0	0	0	0
- Reduction	5,25,64,389	7,50,00,000	0	12,75,64,389
Net Change	-5,25,64,389	-7,50,00,000	0	-12,75,64,389
<b>Indebtedness at the end of the financial year</b>				
1.Principal Amount	0	0	0	0
2.Interest due but not paid	0	0	0	0
3.Interest accrued but not due	0	0	0	0
<b>Total of (1+2+3)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total
		Babulal Agarwal Managing Director	
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	24,00,000	24,00,000
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	0	0
	(c) Profits in lieu of salary u/s 17(3) of Income tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - As % of profit - Others, specify	0	0
5.	Others, please specify Provident Fund & other Funds	1,44,000	1,44,000
	Performance Bonus	0	0
	<b>Total (A)</b>	<b>25,44,000</b>	<b>25,44,000</b>
	<b>Ceiling as per the Companies Act, 2013</b>		<b>42,00,000</b>

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## B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors								Total Amount
		Mukesh R. Gupta	Rajesh R. Gupta	Shantanu Mohapatra	Bharat Bhushan Chadha*	Jagannath Dange	B.R. Singh	Devidas Kambale	Bhagyam Ramani	
<b>1.</b>	<b>Independent Directors</b>									
	A. Fee for attending Board Committee meetings	-	-	18,000	4,000	10,000	18,000	14,000	10,000	74,000
	B. Commission	-	-	-	-	-	-	-	-	-
	C. Others	-	-	-	-	-	-	-	-	-
	<b>Total (1)</b>	-	-	<b>18,000</b>	<b>4,000</b>	<b>10,000</b>	<b>18,000</b>	<b>14,000</b>	<b>10,000</b>	<b>74,000</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>									
	A. Fee for attending Board Committee meetings	16,000	8,000	-	-	-	-	-	-	24,000
	B. Commission	-	-	-	-	-	-	-	-	-
	C. Others	-	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>16,000</b>	<b>8,000</b>	-	-	-	-	-	-	<b>24,000</b>
	<b>Total = (1+2)</b>									<b>98,000</b>

\*Mr. Bharat Bhushan Chadha ceased to be a Director with effect from 03<sup>rd</sup> November, 2015

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total
		CEO	CFO (Riyaz Shaikh)	Company Secretary (Nitesh Tanwar)	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		19,95,004	4,63,655	24,58,659
	(b) Value of perquisites u/s 17 (2) of Income Tax Act, 1961		-	-	-
	(c) Profits in lieu of salary u/s 17 (3) of Income tax Act, 1961		-	-	-
2.	Stock Option	Not Applicable	-	-	-
3.	Sweat Equity		-	-	-
4.	Commission - As % of profit - Others, specify		-	-	-
5.	Others, please specify Provident Fund & other Funds		1,32,108	38,292	1,70,400
6.	Performance Bonus		-	-	-
	<b>Total (C)</b>		<b>21,27,112</b>	<b>5,01,947</b>	<b>26,29,059</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (under the Companies Act, 2013):

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ Compounding fees imposed	Authority (RD, NCLT, Court)	Appeal made if any (give details)
<b>A.COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	NIL	-	-
Compounding	-	-	-	-	-

Type	Section of the Companies Act	Brief Description	Details of penalty/ punishment/ Compounding fees imposed	Authority (RD, NCLT, Court)	Appeal made if any (give details)
<b>B.DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C.OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**ANNEXURE - D****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/KMP for Financial year 2015-16 (in ₹)	% increase in Remuneration in the Financial Year 2015-16	Ratio of Remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company	
1.	Mr. Babulal Agarwal Managing Director	25,44,000	Nil	9.46	Profit before tax increased by 103.46 %	
2.	Mr. Mukesh R. Gupta Chairman and Non Executive Director	16,000	100%	0.06	Not Applicable	
3.	Mr. Rajesh R. Gupta Non Executive Director	8,000	100%	0.03		
4.	Mr. Devidas Kambale Non Executive Director	14,000	100%	0.05		
5.	Mrs. Bhagyam Ramani Non Executive and Independent Director	10,000	100%	0.04		
6.	Mr. Shantanu Mohapatra Non Executive and Independent Director	18,000	100%	0.07		
7.	Mr. B. B. Chadha Non Executive and Independent Director	4,000	100%	0.01		
8.	Mr. Jagannath Dange Non Executive and Independent Director	10,000	100%	0.04		
9.	Dr. B.R. Singh Non Executive and Independent Director	18,000	100%	0.07	Not Applicable	
10.	Mr. Riyaz Shaikh Chief Financial Officer	21,27,112	9.4%	Not Applicable		Profit before tax increased by 103.46 %
11.	Mr. Nitesh Tanwar Company Secretary and Compliance Officer	5,01,947	47.81%			

The Sitting Fees of the Directors is increased from ₹ 1,000 per meeting to ₹ 2,000 per meeting w.e.f 21<sup>st</sup> January, 2015

- ii. The median remuneration of employees of the Company during the financial year was ₹ 2,69,060.  
iii. In the financial year, there was an increase of 0.98 % in the median remuneration of employees.  
iv. There were 390 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2016.

## LLOYDS METALS AND ENERGY LIMITED

v. Relationship between average increase in remuneration and company performance:-

The Profit before Tax for the financial year ended 31<sup>st</sup> March, 2016 increased by 103.46% whereas the increase in median remuneration was 0.98 %. The average increase in median remuneration was in line with the basic inflation given to the employees.

vi. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

The total remuneration of Key Managerial Personnel decreased by 2.74 % from ₹ 53.19 Lacs in 2014-15 to ₹ 51.73 Lacs in 2015-16 whereas the Profit before Tax increased by 103.46. % to ₹ 72.12 Lacs profit in 2015-16 (₹ 2,081.84 Lacs Loss in 2014-15).

vii. a) Variations in the market capitalisation of the Company :

The market capitalisation as on 31<sup>st</sup> March, 2016 was ₹ 2,24,80,84,058 (₹ 71,11,51,343 as on 31<sup>st</sup> March, 2015)

b) Price Earnings ratio of the Company was 336.67 times as at 31<sup>st</sup> March, 2016 and was (3.42) times as at 31<sup>st</sup> March, 2015.

c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- 1995. An amount of ₹ 1,000 invested in the said FPO would be worth ₹ 673.67 as on 31<sup>st</sup> March, 2016 indicating a Compounded Annual Growth Rate of (1.86%).

viii. Average percentage decrease made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 12.57 % whereas no increase in the managerial remuneration for the same financial year.

ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year is 0.83 times; and

x. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**Note: Remuneration includes sitting fees paid to the Directors.**

### ANNEXURE - E

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of **Lloyds Metals and Energy Limited**

We have examined the compliance of conditions of Corporate Governance by Lloyds Metals and Energy Limited, for the year ended on 31<sup>st</sup> March, 2016, as mentioned in Regulation 27 and other related Corporate Governance Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as mentioned in Regulation 27 and other related Corporate Governance Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as mentioned in Regulation 27 and other related Corporate Governance Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

**For and on behalf of  
TODARWAL & TODARWAL  
Chartered Accountants**

**Kunal Todarwal  
Partner  
M. No. 137804**

**Date : 14<sup>th</sup> April, 2016  
Place : Mumbai**

## REPORT ON CORPORATE GOVERNANCE

## I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operation, and all its interactions with the stakeholders including shareholders, employees, customers, government and suppliers.

## II. BOARD OF DIRECTORS

a. **Board Composition and Category of Directors, Attendance of Directors at Board Meetings and at Last Annual General Meeting (AGM) and Number of other Directorships and Chairmanships / Memberships of Committees of each director in various Companies, Shareholding in the Company thereto.**

The Company has an appropriate combination of Executive and Non-Executive Directors including Independent Directors to maintain independence of the Board. The Directors have expertise in the fields of industry, operations, finance, legal and management. The Board provides strategic guidance and independent views to the Company's management while discharging its fiduciary responsibilities.

Structure of Board of Directors during the financial year 2015-16, attendance of each director at Board meetings and Annual General Meeting (AGM) held during the said year, number of other directorships and chairmanships / memberships of committees of each director in various companies, shareholding of the Non Executive Directors in the Company as per the requirements of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the following table:

Sr. No.	Name and Designation (DIN)	Category	Attendance in FY 2015-16		Number of Directorships in other Companies		Committee Membership and Chairmanship in other Companies\$		Shareholding in the Company
			Board Meetings (4 Meeting held)	AGM	Private	Public	Chairmanship	Membership	
1.	Mr. Mukesh R. Gupta Chairman (00028347)	Promoter and Non – Executive	4	Yes	-	-	-	-	3,53,650
2.	Mr. Rajesh R. Gupta Director (00028379)	Promoter and Non – Executive	4	Yes	-	1	-	-	3,45,860
3.	Mr. Babulal Agarwal Managing Director (00029389)	Promoter and Executive	4	Yes	-	-	-	-	-
4.	Mr. Shantanu Mohapatra Director (00176836)	Non Executive and Independent	4	Yes	-	1	-	1	-
5.	Mr. Bharat Bhushan Chadha* Director (00298713)	Non Executive and Independent	1	No	-	3	-	2	-
6.	Mr. Devidas Kambale Director (00020656)	Non Executive and Independent	3	No	-	2	-	-	-
7.	Mr. Jagannath Dange Director (01569430)	Non Executive and Independent	4	Yes	-	2	-	-	-
8.	Dr. B.R. Singh Director (02843001)	Non Executive and Independent	4	Yes	1	-	-	-	-
9.	Mrs. Bhagyam Ramani Director (00107097)	Non Executive and Independent	4	No	2	7	-	4	-

# LLOYDS METALS AND ENERGY LIMITED

## Note:

\* Mr. Bharat Bhushan Chadha ceased to be a Director w.e.f. 3<sup>rd</sup> November, 2015

\$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee in all public limited companies (whether listed or not) and excludes private limited companies, foreign companies and Section 8 companies.

Mr. Babulal Agarwal is maternal uncle of Mr. Rajesh R. Gupta and Mr. Mukesh R. Gupta. Mr. Rajesh R. Gupta and Mr. Mukesh R. Gupta are brothers.

## b. Board Meetings

The Board meets at regular intervals to discuss and decide on Company's business policies and strategy apart from other regular business matters. Board Meetings are usually held at the Corporate Office of the Company at Mumbai. During the financial year ended on 31<sup>st</sup> March, 2016, **Four** Board Meetings were held on 10<sup>th</sup> April, 2015; 31<sup>st</sup> July, 2015; 6<sup>th</sup> November, 2015 and 15<sup>th</sup> January, 2016. Maximum time gap between two consecutive meetings had not exceeded 120 days.

The agenda and notes are circulated to the Directors in advance. All material information is included in the agenda for facilitating meaningful discussions at the meeting. In case of urgent necessity, resolutions are passed by circulation in accordance with the provisions of Companies Act, 2013. Business Unit heads and senior management personnel make presentations to the Board. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.

## c. Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

## d. Performance evaluation of Independent Directors

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of

Independent Directors. The framework of performance evaluation of the Independent Directors will capture the following points:

1. Key attributes of the IDs that justify his / her extension / continuation on the Board of the Company;
2. Participation of the Directors in the Board proceedings and his / her effectiveness;
3. The assessment to determine the key attributes of the Directors should cover the following:

### i) Relevant experience and skills

Impact:

- Ability and willingness to speak up
- Ability to carry others
- Ability to disagree, stand his/her ground

Integrity:

- Focus on shareholder value creation
- High governance standards

### ii) Assessment of Committee's Effectiveness Knowledge of business:

- Competition and competitive structure
- Markets and customers
- Suppliers and dealers
- SWOT

## e. Separate meetings of the Independent Directors

The Independent Directors held a Meeting on 15<sup>th</sup> January, 2016, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at such meeting. At the Meeting, they –

1. Reviewed the performance of non-independent directors and the Board as a whole;
2. Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
3. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors hold an unanimous opinion that the non independent Directors, including the Managing Director bring to the Board, abundant knowledge in their respective field and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of the Company.

The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and



dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The Chairperson has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between the Company's Management and the Board is complete, timely with good quality and sufficient quantity.

#### f. Familiarization programme for Independent Directors

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarised with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc.

The detail of such familiarization programme is disclosed on the Company's website at [www.lloyds.in](http://www.lloyds.in).

### III. COMMITTEES OF THE BOARD

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Board of Directors has, from time to time, constituted the following Committees, namely:

#### AUDIT COMMITTEE

##### Composition of Audit Committee

Name of the Director	Position
Mr. Shantanu Mohapatra	Chairman
Mr. Mukesh R. Gupta	Member
Mr. Devidas Kambale	Member
Dr. B. R. Singh	Member

The Committee was reconstituted in the Board meeting held on 6<sup>th</sup> November, 2015 due to the resignation of Mr. Bharat Bhushan Chadha from the post of Directorship of the Company. The Committee's composition meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company Secretary acts as the secretary to the Committee.

##### Meetings and Attendance of Audit Committee

Four Audit Committee meetings were held during the financial year 2015-16 on 10<sup>th</sup> April, 2015; 31<sup>st</sup> July, 2015;

6<sup>th</sup> November, 2015 and 15<sup>th</sup> January, 2016. Details of meetings attended by the members are given below:

Sr. No	Committee Members	Position	Meetings held (4 Meetings Held)	Meetings At- tended	Remark
1.	Mr. Shantanu Mohapatra	Chairman	4	4	-
2.	Mr. Mukesh R. Gupta	Member	4	4	-
3.	Mr. Bharat Bhushan Chadha	Member	4	1	Ceased to be the Director w.e.f. 3 <sup>rd</sup> November, 2015
4.	Mr. Devidas Kambale	Member	4	3	-
5.	Dr. B. R. Singh	Member	4	4	-

#### Terms of Reference of the Audit Committee

##### Powers of the Audit Committee

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

##### Role of the Audit Committee, inter alia, includes the following:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company;
- c. Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- d. Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to;
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgement by the management;
  - Significant adjustments made in financial statements arising out of audit findings;

## LLOYDS METALS AND ENERGY LIMITED

- Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and Modified opinion in draft audit report;
- e. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- f. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h. Approval or any subsequent modification of transactions of the Company with related parties;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of the Company, wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;
- l. Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems;
- m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n. Discussion with internal auditors of any significant findings and follow-up thereon;
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- p. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- q. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r. To review the functioning of the Whistle Blower mechanism;
- s. Approval of appointment of the CFO after assessing qualifications, experience and background, etc. of the candidate;
- t. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- u. Reviewing the following information;
- The Management Discussion and Analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s);
  - Statement of deviations;
    - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
    - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 10<sup>th</sup> August, 2015.

### NOMINATION AND REMUNERATION COMMITTEE

#### Composition of Nomination and Remuneration Committee

Name of the Director	Position
Dr. B. R. Singh	Chairman
Mr. Devidas Kambale	Member
Mr. Mukesh R. Gupta	Member

The Committee was reconstituted in the Board meeting held on 6<sup>th</sup> November, 2015 due to the resignation of Mr. Bharat Bhushan Chadha from the post of Directorship of the Company. The Committee's composition meets with requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Meeting Details

During the financial year 2015-2016, no meetings of Nomination and Remuneration Committee were held.

#### Terms of Reference of the Committee, inter alia, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;

- To carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of performance of Independent Directors and the Board;
- To decide whether to extend or continue the term of appointment of Independent Director, on the basis of the report of performance evaluation of independent directors;
- To devise a policy on Board diversity;
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### Remuneration of Directors:

Name of the Director	Salary	Perquisites and allowances	Performance Linked Incentive	Sitting Fees	Total	Stock options granted
Mr. Babulal Agarwal	25,44,000	-	-	-	25,44,000	-
Mr. Mukesh R. Gupta	-	-	-	16,000	16,000	-
Mr. Rajesh R. Gupta	-	-	-	8,000	8,000	-
Mr. Shantanu Mohapatra	-	-	-	18,000	18,000	-
Mr. Bharat Bhushan Chadha*	-	-	-	4,000	4,000	-
Mr. Devidas Kambale	-	-	-	14,000	14,000	-
Mr. Jagannath Dange	-	-	-	10,000	10,000	-
Dr. B.R. Singh	-	-	-	18,000	18,000	-
Mrs. Bhagyam Ramani	-	-	-	10,000	10,000	-

\*Mr. Bharat Bhushan Chadha resigned from the post of Directorship of the Company w.e.f 3<sup>rd</sup> November, 2015.

The tenure of office of the Mr. Babulal Agarwal, Managing Director is for three years from 1<sup>st</sup> January, 2015 to 31<sup>st</sup> December, 2017. There is no provision for notice period and payment of severance fees. The Non Executive Directors are paid only sitting fees on the recommendation of Nomination and Remuneration Committee.

There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

##### Composition of Stakeholders Relationship Committee

Name of the Director	Position
Mr. Mukesh R. Gupta	Chairman
Mr. Devidas Kambale	Member
Dr. B. R. Singh	Member

Name of non-executive director heading the committee	Mr. Mukesh R. Gupta
Name and designation of compliance officer	Mr. Nitesh Tanwar, Company Secretary
Number of shareholders' complaints received so far	12
Number not solved to the satisfaction of shareholders	11
Number of pending complaints	1

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## IV. SUBSIDIARY COMPANIES

There is no subsidiary Company.

## V. GENERAL BODY MEETINGS

### a. Annual General Meeting

The Annual General Meetings of the Company during the preceding three years were held at registered office of the Company at Plot No. A 1-2, MIDC Area, Ghugus, Dist – Chandrapur, 442 505, Maharashtra on the following dates and times, wherein the following special resolutions were passed:

AGM	Year	Date, Day & Time	Brief Description of Special Resolution
36 <sup>th</sup>	2012-2013	19 <sup>th</sup> July, 2013 Friday, 12.30 P.M.	Authority to Board of Directors to make investments u/s 372A of the erstwhile Companies Act, 1956
37 <sup>th</sup>	2013-2014	30 <sup>th</sup> July, 2014 Wednesday, 12.30 P.M.	Re-appointment of Mr. Babulal Agarwal as Managing Director of the Company for a period of three years with effect from 1 <sup>st</sup> January, 2015.
38 <sup>th</sup>	2014-2015	10 <sup>th</sup> August, 2015 Monday, 12.30 P.M.	No Special resolution was passed.

### b. Extra Ordinary General Meeting (EGM)

No Extra Ordinary General Meeting (EGM) was held during the last financial year i.e 2015-2016.

### c. Postal Ballot

No Special Resolution was passed through postal ballot during the last financial year i.e 2015-16. There is no immediate proposal for passing any resolution through Postal Ballot.

None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

## VI. MEANS OF COMMUNICATION

Information like quarterly / half yearly / annual financial results and press releases on significant developments in the Company that have been made available from time to time, are hosted on the Company's website [www.lloyds.in](http://www.lloyds.in) and have also been submitted to the Stock Exchanges to enable them to put them on their websites and communicate to their members. The quarterly half-yearly / annual financial results are published in Business Standard (English) and Mumbai Lakshadweep (Marathi) newspapers. The Company is electronically filing all reports / information including Quarterly Results, Shareholding Pattern and Corporate Governance Report etc on the BSE website i.e [www.listing.bseindia.com](http://www.listing.bseindia.com).

## VII. GENERAL SHAREHOLDER INFORMATION

### a. Annual General Meeting

<b>Date</b>	<b>Friday 10<sup>th</sup> June, 2016.</b>
<b>Time</b>	12.30 p.m
<b>Venue</b>	Plot No. A 1-2, MIDC Area, Ghugus, Dist Chandrapur, 442 505, Maharashtra.

### b. Financial Year

1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2016

### c. Dividend Payment Date

No Dividend was declared during the financial year 2015-16.

### d. Listing on Stock Exchange and Stock Code

Equity Shares  
BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001  
Stock Code: 512455  
ISIN No.: INE281B01024

### e. Annual listing fee

Annual listing fee for the year 2016-17 shall be paid to BSE within due date.

### f. Stock Market Price Data – BSE

The monthly movement of equity Share Price on Bombay Stock Exchange			
2015-2016	Share Price (In ₹)		BSE Sensex
Months	High	Low	Close
April	8.39	6.30	27,011.31
May	7.88	6.45	27,828.44
June	7.05	5.73	27,780.83
July	6.50	5.55	28,114.56
August	10.00	6.00	26,283.09
September	7.90	5.75	26,154.83
October	8.25	6.52	26,656.83
November	9.39	6.00	26,145.67
December	8.20	6.40	26,117.54
January	11.00	7.26	24,870.69
February	16.89	8.81	23,002.00
March	21.60	15.15	25,341.86

### g. Registrar and Share Transfer Agent

**Bigshare Services Private Limited**  
E-2/3, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andher East, Mumbai 400072.  
Phone : 022-40430200  
Fax : 022-28475207  
E-Mail : investor@bigshareonline.com

**h. Share Transfer System**

Share Transfer request are registered within a period of 15 days from the day of receipt. Share transfer request in physical form with demat request have been discontinued from February 2004 in terms of SEBI directive.

**i. Reconciliation of Share Capital Audit**

The Reconciliation of Share Capital Audit is conducted by a Chartered Accountant in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with Depositories) and that the requests for dematerialisation of shares are processed by the R&T agent within stipulated period of 21 days and uploaded with the concerned depositories.

**j. Distribution of Shareholding**

The shareholding distribution of equity shares as on 31<sup>st</sup> March, 2016 is given hereunder: (Nominal value of each share ₹ 2/-)

No. of Shareholders	% of Total	Share-holding	No. of shares	% of total
10,316	83.79	1-500	44,48,685	4.00
1,085	8.81	501-1000	10,22,799	0.92
367	2.98	1001-2000	5,85,190	0.52
159	1.29	2001-3000	4,19,496	0.38
52	0.42	3001-4000	1,87,520	0.17
78	0.63	4001-5000	3,79,081	0.34
76	0.62	5001-10000	5,73,642	0.51
179	1.46	10001 and above	10,36,74,877	93.16
<b>12,312</b>	<b>100.00</b>	<b>Total</b>	<b>*11,12,91,290</b>	<b>100.00</b>

**Note:-** \*Excludes 3,97,875 forfeited shares of ₹ 10 each.

**k. Categories of Shareholders (as on 31<sup>st</sup> March, 2016)**

The categories of shareholders are shown hereunder:

Category	Number of shareholders	No. of Shares	% of Holding
Promoters	14	6,44,09,537	57.87
Banks/Financial Institutions	2	5,500	0.01
MFs & UTI	2	3,500	0.00
FII / NRI / OCB's	748	70,64,073	6.35
Others	11,429	3,98,08,680	35.77
<b>Total</b>	<b>12,195</b>	<b>11,12,91,290</b>	<b>100.00</b>

**I. Dematerialisation of Shares**

Over **96.94** % of the shares have been dematerialized upto 31<sup>st</sup> March, 2016. Trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. 8<sup>th</sup> May, 2000 as per notification issued by the Securities and Exchange Board of India.

**Liquidity:** Company's Shares are traded on the Bombay Stock Exchange.

**m. Information on Deviation from Accounting Standards, if any**

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2015-16

**n. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, Conversion date and date and likely impact on the Equity:-**

Not Applicable

**o. Commodity price risk or foreign exchange risk and hedging activities:**

Not Applicable

**p. Plant locations****Sponge Iron & Power Plant**

Plot No. A-1/2, MIDC Area,  
Ghugus, Dist. Chandrapur- 442 505.  
Maharashtra State.

**q. Green Initiative**

Pursuant to section 101 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronics forms. This Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report along with their annexure etc. for the financial year 2015-16 in the electronic mode to the shareholders who have registered their e-mail ids with the Company and/or their respective Depository Participates (DPS).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

**r. Address for Correspondence**

Investor Correspondence

For transfer / dematerialisation of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debentures of the Company.

# LLOYDS METALS AND ENERGY LIMITED

**Bigshare Services Private Ltd**  
E-2/3, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri(East), Mumbai – 400072.  
Tel No. – 022 – 4043 0200  
Fax No. – 022 – 2847 5207  
E-Mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

## Any query on Annual Report

**Secretarial Department:**  
Trade World, 'C' wing, 16<sup>th</sup> Floor,  
Senapati Bapat Marg,  
Lower Parel (W),  
Mumbai- 400 013.  
Tel. No. 022-3041 8263  
Fax No. 022-3041 8260  
E-Mail: [investor@lloyds.in](mailto:investor@lloyds.in)

## VIII. OTHER DISCLOSURES

### a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

There were no transactions with related parties pursuant to section 188 of Companies Act, 2013. The policy on dealing with related party transaction is placed on the Company's website at [www.lloyds.in](http://www.lloyds.in).

### b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years :

None

### c. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

The Company has formulated Whistle Blower Policy & established Vigil Mechanism in the Board Meeting held on 21<sup>st</sup> January, 2015 for the directors and employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or ethics policy.

No personnel have been denied access to the audit committee.

### d. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements. As regards the Non-Mandatory requirements they are complied with to the extent possible.

### e. Web link where policy for determining material subsidiaries is disclosed:

Not Applicable

### f. Weblink where policy on dealing with Related Party Transactions:

<http://www.lloyds.in/images/Policy-on-Materiality-of-Related-Party-Transaction.pdf>

### g. Disclosure of Commodity Price Risks and Commodity Hedging Activities:

Not Applicable

## IX. ADOPTION OF MANDATORY AND NON MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of Corporate Governance under the erstwhile clause 49 of the listing agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted following non-mandatory requirements as per Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

### Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee

## X. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the listed entity shall disclose the following details in its annual report, as long as there are shares in the unclaimed suspense account. The details of Lloyds Metals and Energy Limited unclaimed suspense account are as follows:-

Sr. No.	Particulars	Demat	
		Number of Shareholders	Number of equity shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	1,583	8,81,250
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	10	9,500
3.	Number of shareholders to whom shares were transferred from suspense account during the year;	10	9,500

4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	1,573	8,71,750
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The voting rights on the shares in the unclaimed suspense accounts as on 31<sup>st</sup> March, 2016 shall remain frozen till the rightful owners of such shares claim the shares.

#### XI. COMPLIANCES UNDER ERSTWHILE LISTING AGREEMENT AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has complied with the provisions of the erstwhile Listing Agreement. Information, certificates and returns as required under erstwhile Listing Agreement are sent to the stock exchanges within the prescribed time.

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### XII. CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

This Code has been laid down with a view to promote good corporate governance and exemplary personal conduct and is applicable to all the Directors and Senior Managerial Personnel of the Company. This Code is also available on the website of the Company [www.lloyds.in](http://www.lloyds.in).

**Declaration of compliance of the Code of Conduct in terms of Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:**

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per 'affirmation of compliance' letters received from the Directors and the members of senior managerial personnel of the Company, I hereby declare that members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management during the financial year 2015-16."

For and on behalf of the Board

Date : 14<sup>th</sup> April, 2016  
Place : Mumbai

Mukesh R. Gupta  
Chairman

#### CEO/CFO CERTIFICATE

[Regulation 17(8) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015]

To,  
The Board of Directors  
**Lloyds Metals and Energy Limited**

We hereby certify that we have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2016 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the aforesaid period which are fraudulent, illegal or violative of the Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control systems, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.
- We have indicated to the Auditors and the Audit Committee that:
  - There have been no significant changes in internal control over financial reporting during the year.
  - There have been no significant changes in accounting policies during the year.
  - There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Babulal Agarwal  
Managing Director

Riyaz Shaikh  
Chief Financial Officer

Date : 14<sup>th</sup> April, 2016  
Place : Mumbai

# LLOYDS METALS AND ENERGY LIMITED

## AUDITOR'S REPORT

TO THE MEMBERS OF LLOYDS METALS AND ENERGY LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of Lloyds Metals and Energy Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, and 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

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 notified under section 133 of the Companies Act 2013 and Rule 7 of the Companies (Accounts) Rules, 2014. 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, on a test basis, 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.

### Opinion

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:

- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- 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

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- We have inquired into the matters specified under section 143(1) and based on the information and explanations given to us, there is no matter to be reported under this section.
- As required by section 143(3) of the Act, we report that:
  - 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;
  - 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;
  - 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;
  - In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - In our opinion and based on the information and explanations given to us, there are no financial transactions or matters which have any adverse effect on the functioning of the Company.
  - On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016, from being appointed as a director in terms of subsection (2) of Section 164 of the Companies Act, 2013.
  - There is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
  - The Company has adequate internal financial controls system in place and there is an operating effectiveness of such controls. A report giving our responsibilities and opinion has been annexed herewith.
  - Such other matters as are prescribed by the Companies (Audit and Auditors) Rules, 2014 namely:-
    - The Company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements.
    - The Company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
    - There has been no any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For and on behalf of**  
**Todarwal & Todarwal**  
**Chartered Accountants**  
**ICAI Reg No : 111009W**

**Kunal Todarwal**  
**Partner**  
**M. No. : 137804**

**Dated : 14<sup>th</sup> April, 2016**  
**Place : Mumbai**



**ANNEXURE TO AUDITORS' REPORT**

**[Referred to in above the Auditor's Report of even date to the Lloyds Metals and Energy Limited on the Financial Statements for the year ended 31<sup>st</sup> March, 2016]**

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As per the information and explanation given to us, fixed assets are physically verified by the management according to a phased programme designed to cover all the locations which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the management during the year physically verified the fixed assets at certain locations and no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanation given to us, the title deeds of immovable properties are held in the name of the Company.
2. Inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
3. (a) According to information and explanation given to us, the Company has not granted any secured or unsecured loans to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.  
  
In view of the above, provisions of clause 3(iii) (b) and (c) are not applicable to the Company.
4. In our opinion and according to information and explanation given to us, the Company has, in respect of loans, investments, guarantees, and security provisions, complied with section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanation given to us, the Company has not accepted any deposits, whether the directives issued by the Reserve Bank of India, and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013. Hence the provisions of clause 3(v) are not applicable to the Company.
6. Pursuant to the rules made by the Central Government, the maintenance of Cost Records have been prescribed u/s. 148(1) of the Companies Act, 2013. We are of the view that prima facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also management representations, undisputed statutory dues in respect of Provident fund, employees' state insurance, Income Tax, Sales Tax, Service tax, Custom duty, Excise duty, Value added tax, Cess and other statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.
- (b) According to the records of the Company, the disputed dues in respect of Excise Duty of ₹ 5.20 lacs (Previous year ₹ 19.69 Lacs); Service tax ₹ NIL (Previous year ₹ NIL) and Sales Tax ₹1.03 lacs

(Previous year Rs 1.03 lacs) as at March 31st, 2016 have not been deposited with appropriate authorities and no provision has been made for the same. Income tax, VAT or customs duty.

Sr. No.	Name of the Statute	Amount (In Lacs)	Forum where dispute is pending
1	The Central Excise Act, 1944	5.20	Supreme Court
2	The Central Sales Tax Act, 1956	1.03	Joint Commissioner - Sales Tax
	<b>Total</b>	<b>6.23</b>	

8. In our opinion and according to the information and explanation given to us and the books of accounts verified by us, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.
9. As per information given to us, no money was raised by way of initial public offer or further public offer (including debt instruments) nor have any fresh term loans been taken by the Company during the year. Hence the provisions of clause 3(ix) are not applicable to the Company.
10. During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.
11. According to the information and explanation given to us and the books of accounts verified by us, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The Company is not a Nidhi Company, hence the provision of clause 3(xii) are not applicable to the Company.
13. According to the information and explanation given to us and the books of accounts verified by us, there are no transactions with the related parties.
14. According to information and explanation given to us, the Company during the year, has not made any preferential allotment or private placement of shares or fully or partly convertible debentures, hence the provision of clause 3(xiv) are not applicable to the Company.
15. According to the information and explanation given to us and the books of accounts verified by us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For and on behalf of**  
**Todarwal & Todarwal**  
**Chartered Accountants**  
**ICAI Reg No : 111009W**

**Dated : 14<sup>th</sup> April, 2016**  
**Place : Mumbai**

**Kunal Todarwal**  
**Partner**  
**M. No. : 137804**

# LLOYDS METALS AND ENERGY LIMITED

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF LLOYDS METALS AND ENERGY LIMITED AS ON 31<sup>ST</sup> MARCH, 2016

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Lloyds Metals and Energy Limited

We have audited the internal financial controls over financial reporting of Lloyds Metals and Energy Limited ("the Company") as of 31<sup>st</sup> March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For and on behalf of  
Todarwal & Todarwal  
Chartered Accountants  
ICAI Reg No : 111009W**

**Kunal Todarwal  
Partner  
M. No. : 137804**

**Dated : 14<sup>th</sup> April, 2016  
Place : Mumbai**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016**

(₹ in Lacs)

		Note No	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015	
<b>I.</b>	<b>EQUITY &amp; LIABILITIES</b>				
	<b>SHARE HOLDER'S FUND</b>				
	(a)	Share Capital	1	2,243.05	2,243.05
	(b)	Reserves and Surplus	2	3,954.00	3,881.88
				<b>6,197.05</b>	6,124.93
	<b>NON-CURRENT LIABILITIES</b>				
	(a)	Long-Term Borrowings	3	1,004.41	1,023.35
	(b)	Other Long Term Liabilities	4	31,642.02	27,223.22
	(c)	Long-Term Provisions	5	387.30	413.52
				<b>33,033.73</b>	28,660.09
	<b>CURRENT LIABILITIES</b>				
	(a)	Trade Payables	6	6,406.71	6,457.27
	(b)	Short Term Borrowings	7	193.49	750.00
	(c)	Other Current Liabilities	8	495.03	960.50
				<b>7,095.23</b>	8,167.77
<b>TOTAL</b>			<b>46,326.01</b>	42,952.79	
<b>II</b>	<b>ASSETS</b>				
	<b>NON-CURRENT ASSETS</b>				
	(a)	Fixed Assets	9	29,265.94	27,102.22
	(i)	Tangible Assets			
	(ii)	Capital Work-in-Progress			
				<b>29,991.59</b>	27,642.53
	(b)	Non-Current Investments	10	13.15	8.16
	(c)	Long-Term Loans and Advances	11	3,881.02	3,895.80
				<b>33,885.76</b>	31,546.49
	<b>CURRENT ASSETS</b>				
	(a)	Inventories	12	5,654.10	3,071.20
	(b)	Trade Receivables	13	2,172.10	2,242.61
	(c)	Cash and Cash Equivalents	14	747.35	1,016.24
	(d)	Short-Term Loans and Advances	15	3,866.70	5,076.25
				<b>12,440.25</b>	11,406.30
<b>TOTAL</b>			<b>46,326.01</b>	42,952.79	
<b>Summary of Significant Accounting Policies</b>		22			

The accompanying notes are an integral part of the financial statements.

As per our Report of even date attached

**For and on behalf of  
TODARWAL & TODARWAL**

Chartered Accountants  
ICAI Reg. No. : 111009W

**KUNAL TODARWAL**

Partner  
**M.No. 137804**

Date : 14<sup>th</sup> April, 2016  
Place : Mumbai

**For and on behalf of the Board**

**BABULAL AGARWAL**  
Managing Director  
DIN: 00029389

**RAJESH R. GUPTA**  
Director  
DIN: 00028379

**NITESH TANWAR**  
Company Secretary

**RIYAZ SHAIKH**  
Chief Financial Officer

LLOYDS METALS AND ENERGY LIMITED

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

(₹ in Lacs)

	Note No	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>INCOME</b>			
I.	16	40,807.38	67,577.28
		3,120.40	3,685.70
		37,686.98	63,891.58
II.	17	1,411.21	2,242.46
III.		39,098.19	66,134.04
<b>EXPENSES:</b>			
IV.		26,862.98	31,807.76
(a)		7,221.38	28,709.97
(b)	18	(2,444.22)	913.59
(c)	19	1,342.11	1,576.80
(d)	20	3,386.17	3,520.94
(e)	21	969.98	619.63
(f)		1,064.74	1,067.19
(g)		38,403.14	68,215.88
V.		695.05	(2,081.84)
VI.		622.93	-
VII.		72.12	(2,081.84)
VIII.		-	-
IX.		72.12	(2,081.84)
X.		-	-
XI.		72.12	(2,081.84)
XII.		72.12	(2,081.84)
<b>Earnings per Equity Share:</b>			
(1)		0.06	(1.87)
(2)		0.06	(1.87)
<b>Summary of Significant Accounting Policies</b>		22	

The accompanying notes are an integral part of the financial statements.

As per our Report of even date attached

**For and on behalf of  
TODARWAL & TODARWAL**

Chartered Accountants  
ICAI Reg. No. : 111009W

**KUNAL TODARWAL**

Partner  
M.No. 137804

Date : 14<sup>th</sup> April, 2016  
Place : Mumbai

**For and on behalf of the Board**

**BABULAL AGARWAL**  
Managing Director  
DIN: 00029389

**RAJESH R. GUPTA**  
Director  
DIN: 00028379

**NITESH TANWAR**  
Company Secretary

**RIYAZ SHAIKH**  
Chief Financial Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

(₹ in Lacs)

		Year Ended 31 <sup>st</sup> March, 2016		Year Ended 31 <sup>st</sup> March, 2015	
<b>A.</b>	<b>CASH FLOW FROM OPERATION ACTIVITIES :</b>				
	<b>Net Profit before Tax and Extraordinary Items</b>		72.12		(2,081.84)
	Adjustments for:				
	Depreciation	1,064.74		1,067.19	
	Loss / (Profit) on Sale of Fixed Assets (Net)	0.57		3.97	
	Interest Income	(68.44)		(101.85)	
	Interest Expense	969.98		619.63	
			1,966.85		1,588.95
	<b>Operating Profit before Working Capital Changes</b>		2,038.97		(492.89)
	Adjustments for:				
	Trade Receivables		70.51		(135.30)
	Long-term Loan and Advances		14.78		(58.34)
	Short-term Loan and Advances		1,184.13		(683.48)
	Inventories		(2,582.90)		1,825.62
	Trade Payables Long Term		-		-
	Trade Payables Short Term		3,811.72		1,532.95
	Long-Term Provision		-		-
	Other Liabilities		25.43		(158.42)
	<b>Cash Generated from Operations</b>		4,562.63		1,830.14
	TDS (Paid) /Refunded		25.42		54.08
	Taxes Paid		-		-
	<b>Cash Flow before Extraordinary Items</b>		4,588.06		1,884.22
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>				
	Purchase of Fixed Assets		(3,414.67)		(746.04)
	Sale of Fixed Assets		0.31		5.11
	Sale of Investment		(4.99)		(5.01)
	Interest Received		68.44		101.85
	<b>Net Cash used in Investing Activities</b>		(3,350.91)		(644.09)
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>				
	Increase \ (Decrease) in Unsecured Loan		2.12		-
	Reduction in Loans		(538.19)		(589.99)
	Interest Paid		(969.98)		(619.63)
	<b>Net Cash from Financing Activities</b>		(1,506.05)		(1,209.63)
	<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>		(268.91)		30.50
	Cash and Cash Equivalents as at 01.04.2015		1,016.24		985.74
	Cash and Cash Equivalents as at 31.03.2016		747.35		1,016.24
	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		(268.89)		30.50
<b>Components of Cash and Cash Equivalents</b>					
	Cash on hand		28.27		18.05
	Balance with Schedule Banks in : Current account		24.81		271.51
	In Margin Account (Including FDR)		694.27		726.68
	<b>Total Cash and Cash Equivalents</b>		747.35		1,016.24

**Notes:**

- Cash Flow Statement has been prepared following the indirect method except in case of dividend paid/received and taxes paid which have been considered on the basis of actual movements of cash.
- Previous year's figures have been regrouped/reclassified wherever applicable.
- Figures in brackets represent outflows.

The accompanying notes are an integral part of the financial statements.

As per our Report of even date attached

**For and on behalf of**

**TODARWAL & TODARWAL**

Chartered Accountants  
ICAI Reg. No. : 111009W

**KUNAL TODARWAL**

Partner

**M.No. 137804**

Date : 14<sup>th</sup> April, 2016

Place : Mumbai

**For and on behalf of the Board**

**BABULAL AGARWAL**

Managing Director  
DIN: 00029389

**NITESH TANWAR**

Company Secretary

**RAJESH R. GUPTA**

Director  
DIN: 00028379

**RIYAZ SHAIKH**

Chief Financial Officer

# LLOYDS METALS AND ENERGY LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### Note No. 1

#### SHARE CAPITAL

(₹ in Lacs)

Particular	As at 31.03.2016	As at 31.03.2015
<b>Authorised</b>		
<b>Equity Shares :</b>		
37,50,00,000 Equity Shares of ₹ 2/- each (Previous Year 37,50,00,000 Equity Shares of ₹ 2/- each)	7,500.00	7,500.00
<b>Preference Shares :</b>		
2,50,00,000 Preference Shares of ₹ 10/- each (Previous Year 2,50,00,000 Equity Shares of ₹ 10/- each)	2,500.00	2,500.00
<b>Total</b>	<b>10,000.00</b>	<b>10,000.00</b>
<b>Issued, Subscribed and Fully Paid-Up</b>		
<b>Equity Shares :</b>		
11,12,91,290 Equity Shares of ₹. 2/- each (Previous Year 11,12,91,290 Equity Shares of ₹ 2/- each fully paid up)	2,225.83	2,225.83
3,97,875 Forfeited Equity Shares of ₹ 10/- each (Amount originally paidup) (Previous Year 3,97,875 shares)	17.22	17.22
<b>Total</b>	<b>2,243.05</b>	<b>2,243.05</b>

#### Notes :

1.	<b>Reconciliation of the shares outstanding at the beginning and at the end of the reporting period</b>				
	31 <sup>st</sup> March, 2016		31 <sup>st</sup> March, 2015		
	In Nos.	Amount (In ₹)	In Nos.	Amount (In ₹)	
	At the beginning of the year	11,12,91,290	22,25,82,580	11,12,91,290	22,25,82,580
	Issued during the year	-	-	-	-
	<b>Outstanding at the end of the year</b>	<b>11,12,91,290</b>	<b>22,25,82,580</b>	<b>11,12,91,290</b>	<b>22,25,82,580</b>
2.	<b>Terms/rights attached to Equity Shares</b>				
	The Company has only one class of shares having a par value at ₹ 2/- per share. Each holder of Equity Shares is entitled to one vote per share.				
3.	<b>Details of Shareholders holding more than 5 % shares in the Company</b>				
	31 <sup>st</sup> March, 2016		31 <sup>st</sup> March, 2015		
	In Nos.	% holding in the class	In Nos.	% holding in the class	
	<b>Equity shares of ₹ 2/- each fully paid up</b>				
	ASP Technologies Private Ltd.	1,82,00,170	16.35%	1,82,00,170	16.35%
	Shree Global Tradefin Ltd.	2,19,45,190	19.72%	2,19,45,190	19.72%
	Triumph Trade & Properties Developers Private Ltd.	1,45,79,104	13.10%	1,45,79,104	13.10%
	Halan Properties Pvt. Ltd.	87,61,500	7.87%	87,61,500	7.87%
	Uttam Exports Pvt. Ltd.	7390000	6.64%	7390000	6.64%

### Note No. 2

#### RESERVES & SURPLUS

(₹ in Lacs)

Particular	As at 31.03.2016	As at 31.03.2015
<b>Capital Reserves</b>		
Balance as per the last financial statements		
Add : Addition during the year		
Less : Transferred to Profit & Loss Account	7,756.21	7,756.21
<b>Surplus/(Deficit) in the statement of profit &amp; loss</b>		
Balance as per the last financial statements	(3,874.34)	(1,792.49)
Total Reserve -Balance as per the last financial statements	3,881.88	5,963.73
<b>Profit / (Loss) for the year</b>	<b>72.12</b>	<b>(2,081.84)</b>
<b>Total</b>	<b>3,954.00</b>	<b>3,881.88</b>

### Note No. 3

#### LONG TERM BORROWINGS

(₹ in Lacs)

Particular	As at 31.03.2016	As at 31.03.2015
<b>Secured</b>		
Vehicle Loan	25.78	46.84
<b>Total</b>	<b>25.78</b>	<b>46.84</b>
<b>Unsecured</b>		
<b>Other Loans and Advances</b>		
Sales Tax Deferral	978.63	976.51
<b>Total</b>	<b>1,004.41</b>	<b>1,023.35</b>

### Note No. 4

#### OTHER LONG TERM LIABILITIES

(₹ in Lacs)

Particular	As at 31.03.2016	As at 31.03.2015
Creditors for Capital Goods	9,615.43	12,580.00
Others	19,564.40	12,299.81
Security Deposit from Customers	2,462.19	2,343.41
<b>Total</b>	<b>31,642.02</b>	<b>27,223.22</b>

### Note No. 5

#### LONG TERM PROVISIONS

(₹ in Lacs)

Particular	As at 31.03.2016	As at 31.03.2015
Provision for Employee Benefits		
<b>Leave Encashment &amp; Gratuity</b>		
Gratuity	306.69	308.54
Leave Encashment	80.61	104.98
<b>Total</b>	<b>387.30</b>	<b>413.52</b>

### Note No. 6

#### TRADE PAYABLES

(₹ in Lacs)

Particular	As at 31.03.2016	As at 31.03.2015
Acceptances	3,490.46	3,496.96
<b>Sundry Creditors</b>		
Total outstanding dues of creditors other than Micro and Small Enterprises	2,916.25	2,960.31
<b>Total</b>	<b>6,406.71</b>	<b>6,457.27</b>

Note No. 7

SHORT TERM BORROWING

(₹ in Lacs)

Particulars	As at 31.03.2016	As at 31.03.2015
Loans from others parties	-	750.00
Cash Credit - PMC Bank	193.49	-
<b>(Cash Credit from PMC bank is secured by Hypothecation of all the current assets of the company and second charge on Fixed Assets of the Company)</b>		
<b>Total</b>	<b>193.49</b>	<b>750.00</b>

Note No. 8

OTHER CURRENT LIABILITIES

(₹ in Lacs)

Particulars	As at 31.03.2016	As at 31.03.2015
Current maturities of Long Term borrowings - Financial Institutions	-	517.13
Current maturities of Long Term borrowings - VEHICLE LOAN	21.06	19.09
Advance from Customers	32.22	52.44
<b>Other Payables :</b>		
Duties & Taxes	232.20	139.02
Expenses Payable	202.25	225.40
Others	7.30	7.42
<b>Total</b>	<b>495.03</b>	<b>960.50</b>

NOTE NO : 9

FIXED ASSETS

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	AS AT 01.04.2015	ADDITIONS	DEDUCTIONS	SOLD / DISCARDED	AS AT 31.03.2016	AS AT 01.04.2015	FOR THE YEAR	WRITTEN BACK	ADJ FOR RETAINED EARNING	AS AT 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
FREE HOLD LAND	418.67	-	-	-	418.67	-	-	-	-	-	418.67	418.67
LEASEHOLD LAND	168.60	-	-	-	168.60	-	-	-	-	-	168.60	168.60
FACTORY BUILDING	2,362.69	59.15	-	-	2,421.84	789.35	83.27	-	-	872.62	1,549.22	1,573.34
STAFF RESIDENTIAL BUILDING	784.09	-	-	-	784.09	240.91	40.98	-	-	281.89	502.20	543.18
PLANT & MACHINERY	29,906.26	2,799.12	-	-	32,705.38	21,218.12	485.42	-	-	21,703.54	11,001.84	8,688.14
PLANT & MACHINERY-POWER	19,292.19	362.62	-	-	19,654.81	3,771.54	413.66	-	-	4,185.20	15,469.61	15,520.65
COMPUTERS	139.10	2.03	-	-	141.13	129.49	8.61	-	-	138.10	3.03	9.61
ELECTRICAL INSTALLATION	17.33	3.73	-	-	21.06	16.21	0.27	-	-	16.48	4.58	1.12
AIR CONDITIONERS	35.27	-	-	-	35.27	28.62	2.10	-	-	30.72	4.55	6.66
OFFICE EQUIPMENTS	22.67	1.62	-	-	24.29	16.17	3.76	-	-	19.93	4.36	6.50
FURNITURE & FIXTURES	99.81	1.07	-	1.26	99.62	47.03	6.39	0.38	-	53.04	46.58	52.78
MOTOR VEHICLES	161.66	-	-	-	161.66	48.68	20.28	-	-	68.96	92.70	112.98
<b>TOTAL</b>	<b>53,408.34</b>	<b>3,229.34</b>	<b>-</b>	<b>1.26</b>	<b>56,636.42</b>	<b>26,306.12</b>	<b>1,064.74</b>	<b>0.38</b>	<b>-</b>	<b>27,370.48</b>	<b>29,265.94</b>	<b>27,102.22</b>
Capital Work in Progress	540.31	185.34	-	-	725.65	-	-	-	-	-	725.65	540.31
<b>TOTAL</b>	<b>53,948.65</b>	<b>3,414.68</b>	<b>-</b>	<b>1.26</b>	<b>57,362.07</b>	<b>26,306.12</b>	<b>1,064.74</b>	<b>0.38</b>	<b>-</b>	<b>27,370.48</b>	<b>29,991.59</b>	<b>27,642.53</b>
PREVIOUS YEAR	53,225.39	780.96	34.92	22.77	53,948.65	25,219.05	1,067.19	13.69	33.56	26,306.12	27,642.53	

# LLOYDS METALS AND ENERGY LIMITED

Note No. 10

NON-CURRENT INVESTMENTS (At Cost) (₹ in Lacs)

Particulars	No. of Shares	Face value per Share (₹)	As at 31.03.2016	As at 31.03.2015
<b>Long Term (Trade)</b>				
<b>Equity Shares - Unquoted</b>				
<b>Investment in Others</b>				
(i) Shine Trade & Properties Developers Pvt. Ltd	19,000.00	10.00	1.90	1.90
19,000 Equity Shares of ₹ 10/- Each (Previous Year 19,000 Equity Shares of ₹ 10/- Each)				
(ii) Vimala Infrastructure Pvt. Ltd	500.00	10.00	1.25	1.25
500 Equity Shares of ₹ 10/- Each (Previous Year 500 Equity Shares of ₹ 10/- Each)				
(iii) Punjab & Maharashtra Co-Op Bank Ltd	40,000.00	25.00	10.00	5.01
40,000 Equity Shares of ₹ 25/- Each (Previous Year 20,040 Equity Shares of ₹ 25/- Each)				
<b>TOTAL</b>			<b>13.15</b>	<b>8.16</b>

Note No. 11

LONG TERM LOANS AND ADVANCES (₹ in Lacs)

Particulars	As at 31.03.2016	As at 31.03.2015
<b>(Unsecured, considered good unless otherwise stated)</b>		
Security deposits	3,881.02	3,895.80
<b>TOTAL</b>	<b>3,881.02</b>	<b>3,895.80</b>

Note No. 12

INVENTORIES (₹ in Lacs)

Particulars	As at 31.03.2016	As at 31.03.2015
Raw Materials	1,357.39	1,250.58
Work-in Process	56.62	63.37
Finished Goods	1,345.03	124.34
Trading Goods	486.09	279.53
Stores, Spare Parts	1,062.66	1,030.78
Saleable Scrap & By products	493.37	322.60
Intangible Inventory - Energy Saving certificate	836.88	-
Intangible Inventory - Certified Emission Reduction (CER's)	16.06	-
<b>TOTAL</b>	<b>5,654.10</b>	<b>3,071.20</b>

Note No. 13

TRADE RECEIVABLES (₹ in Lacs)

Particulars	As at 31.03.2016	As at 31.03.2015
<b>(Unsecured unless otherwise stated)</b>		
<b>Unsecured</b>		
Outstanding for a period exceeding six months		
Considered Good	54.92	55.78
Other Debts	54.92	55.78
<b>Considered Good</b>	<b>2,117.18</b>	<b>2,186.83</b>
<b>TOTAL</b>	<b>2,172.10</b>	<b>2,242.61</b>

Note No. 14

CASH AND CASH EQUIVALENTS (₹ in Lacs)

Particulars	As at 31.03.2016	As at 31.03.2015
Balances with Banks in :		
In Current Accounts	24.81	271.51
In Margin Account (FDR)	694.27	726.68
Cash on hand	28.27	18.05
<b>TOTAL</b>	<b>747.35</b>	<b>1,016.24</b>

Note No. 15

SHORT TERM LOANS AND ADVANCES (₹ in Lacs)

Particulars	As at 31.03.2016	As at 31.03.2015
<b>(Unsecured and Considered Good)</b>		
Amount recoverable in cash or kind or for value to be received	3,750.72	4,951.55
Other deposits	87.78	72.88
Tax deducted at source	28.20	51.81
<b>TOTAL</b>	<b>3,866.70</b>	<b>5,076.24</b>

Note No. 16

REVENUE FROM OPERATIONS (₹ in Lacs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
<b>Sale of Products</b>		
Finished Goods	32,046.33	36,935.62
Traded Goods	7,027.15	28,986.53
Less: Claims, Trade Discounts etc.	442.51	132.73
	<b>38,630.97</b>	<b>65,789.42</b>
<b>Other Operating Revenues</b>		
Saleable Scrap & By products	2,176.41	1,787.86
	<b>40,807.38</b>	<b>67,577.28</b>
Less : Excise Duty	3,120.40	3,685.70
<b>TOTAL</b>	<b>37,686.98</b>	<b>63,891.58</b>

Note No. 17

OTHER INCOME (₹ in Lacs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
<b>Interest Income on ;</b>		
Bank Deposits		
From Customers and Others	68.44	101.85
Lease Rent Received	-	490.01
Industrial Promotion Subsidy Refund	1,340.16	1,557.28
Miscellaneous Receipts	0.34	49.80
Amount written back	2.27	43.52
<b>TOTAL</b>	<b>1,411.21</b>	<b>2,242.46</b>



## Note No. 18

## CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

(₹ in Lacs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
<b>Opening Stocks</b>		
Finished Goods	124.34	704.42
Work - in - process	63.37	10.02
Saleable Scrap & By products	322.59	505.77
Stock in Trade	279.53	483.22
	789.83	1,703.43
<b>Less: Closing Stocks</b>		
Finished Goods	1,345.03	124.34
Work - in - process	56.62	63.37
Saleable Scrap & By products	493.37	322.60
Stock in Trade	1,339.03	279.53
	3,234.05	789.84
<b>Total</b>	<b>(2,444.22)</b>	<b>913.59</b>

## Note No. 19

## EMPLOYEE BENEFITS EXPENSE

(₹ in Lacs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
Salaries, Wages and Allowances	1,171.30	1,292.62
Employer's Contribution to Provident Fund and other Fund	84.94	110.52
Gratuity & Leave Encashment Expenses	11.47	97.53
Staff Welfare/ Workmen Expenses	50.40	52.13
Managerial Remuneration	24.00	24.00
<b>Total</b>	<b>1,342.11</b>	<b>1,576.80</b>

## Note No. 20

## MANUFACTURING &amp; OTHER EXPENSES

(₹ in Lacs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
<b>Manufacturing Expenses</b>		
Consumables of Stores & Spares	266.31	376.91
Power & Fuel	817.87	869.24
Misc. Exp. For Production	760.84	839.54
Fuel & Gases	28.05	47.64
<b>Other Expenses</b>		
Rent	85.98	87.84
Repairs & Maintenance :		
- Plant & Machinery	51.93	70.91
- Buildings	3.87	2.31
- Others	25.10	22.73
Insurance	45.41	2.19
Rates & Taxes	29.89	42.26

## Note No. 20

## MANUFACTURING &amp; OTHER EXPENSES

(₹ in Lacs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
Other Selling Expenses	150.30	146.50
Freight & Forwarding	638.21	526.87
Advertisement (Including Sales promotion Expenses)	1.23	2.02
Auditors' Remuneration :		
As Auditor		
- Audit Fee	2.75	2.75
- Tax Audit Fee	0.75	0.75
Items pertaining to Previous Years		
- At Debit		
- Less: At Credit	11.09	5.84
Legal Expenses	3.14	16.98
Professional Fees	77.29	63.06
Travelling & Conveyance Expenses	174.49	161.56
Postage, Telephone & Telex Expenses	13.20	16.48
Printing & Stationary	8.99	6.65
Vehicle Hire & Maintenance Charges	58.97	75.67
Sundry Expenses	128.96	129.70
Sitting Fees to Directors	0.98	0.57
Loss on Fixed Assets sold/Discarded (Net)	0.57	3.97
<b>Total</b>	<b>3,386.17</b>	<b>3,520.94</b>

## Note No. 21

## FINANCE COSTS

(₹ in Lacs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
<b>Interest Expenses :</b>		
Fixed Loans	65.42	141.63
Others	90.40	54.10
<b>Finance Charges :</b>		
Bills Discounting Charges	770.56	378.14
Bank Charges & Commission	8.09	38.37
Others	35.51	7.39
<b>Total</b>	<b>969.98</b>	<b>619.63</b>

# LLOYDS METALS AND ENERGY LIMITED

**NOTE NO. 22 : NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016.**

## 1. SIGNIFICANT ACCOUNTING POLICIES

### A) System of Accounting :

The financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with accounting principal generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013 as applicable.

### B) Fixed Assets :

- i) All fixed assets are valued at cost net of Cenvat unless if any assets are revalued and for which proper disclosure is made in the Accounts.
- ii) In the case of ongoing projects, all pre-operative expenses for the project incurred up to the dates of commercial production are capitalized and apportioned to the cost of respective assets.

### C) Depreciation :

Depreciation on all the assets has been provided on Straight Line Method ("SLM") as per Schedule II of the Companies Act, 2013. Assets individually costing ₹ 5,000 or less are depreciated fully in the year of purchase.

Lease hold land will be amortized on the expiry of Lease Agreement.

Category / Group of Asset	Useful life
Buildings	30
Plant and Machinery	25
Plant and machinery – Power	40
Computer Hardware	3
Electrical Installation	10
Air Conditioners	5
Office equipments	5
Furniture and Fixtures	10
Motor Vehicle	8

### D) Inventories :

The general practice adopted by the Company for valuation of inventory is as under:

Raw materials	: *At lower of cost and net realizable value.
Store & Spares	: At cost (weighted average cost)
Work in Process	: At cost
Finished Goods	: At cost or net realizable value, whichever is lower (Also refer Accounting Policy G)
Traded Goods	: At cost
Scrap Material	: At cost or net realizable value, whichever is lower
Energy Saving Certificate	: At net realizable value

Certified Emission Reduction : At net realizable value

\*Material and other supplies held for use in the production of the inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

### E) Investments :

Investments are valued at cost of acquisition, which includes charges such as Brokerage, Fees and Duties.

### F) Expenditure during construction period:

Expenditure incurred on projects under implementation are being treated as pre-operative expenses pending allocation to the assets which are being apportioned on commencement of commercial production.

### G) Excise Duty :

The Excise duty payable on finished goods dispatches is accounted on the clearance thereof from the factory premises. Excise duty is provided on the finished goods lying at the factory premises and not yet dispatched as at the year end as per the **Accounting Standard 2 "Valuation of Inventories"**.

### H) Customs Duty :

Customs Duty payable on imported raw materials, components and stores and spares is recognized to the extent assessed by the customs department.

### I) Foreign Currency Transaction :

Foreign currency transactions during the accounting year are translated at the rates prevalent on the transaction date. Exchange differences arising from foreign currency fluctuations are dealt with on the date of payment/receipt. Assets and Liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at the year end rate. The exchange difference is credited / charged to Profit & Loss Account in case of revenue items and capital items.

### J) Provision for Gratuity :

Provision for Gratuity is made on the basis of actuarial valuation based on the provisions of the Payment of Gratuity Act, 1972.

### K) Leave Salary :

Provision is made for value of unutilized leave due to employees at the end of the year.

### L) Customs Duty Benefit :

Customs duty entitlement eligible under pass book scheme / DEPB is accounted on accrual basis. Accordingly, import duty benefits against exports affected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty free imports of raw material yet to be made.

### M) Amortization of Expenses :

#### i) Equity Issue Expenses :

Expenditure incurred in equity issue is being treated as Deferred Revenue Expenditure to be amortized over a period of ten years.

- ii) Preliminary Expenses:  
Preliminary expenses are amortized over a period of ten years.
- iii) Debenture Issue Expenses:  
Debenture Issue expenditure is amortized over the period of the Debentures.

**N) Impairment of Assets :**

The Company determines whether a provision should be made for impairment loss on fixed assets (including Intangible Assets), by considering the indications that an impairment loss may have occurred in accordance with **Accounting Standard – 28 “Impairment of Assets”**. Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made.

**O) Revenue Recognition :**

Sales/Income of contracts/orders are booked based on work billed. Sales are net of sales return & trade discounts.

**P) Certified Emission Reductions (CER'S ) and Energy Savings certificate (ESCerts'):**

During the year, the Company has received CER's (Certified Emission Reductions) of 71,302 units and Energy Savings certificate (ESCerts) of 27,896 Nos.

The management has estimated to value the CER's @ 0.30 Euro per unit and ESCerts' @ ₹ 3,000 per Certificate. It has been disclosed in Inventories.

**Q) Contingent Liability :**

- Unprovided Contingent Liabilities are disclosed in the accounts by way of notes giving the nature and quantum of such liabilities.
- Contingent liabilities not provided for -

(₹ in Lacs)

Particulars	As at 31/03/16	As at 31/03/15
a) Letter of Credit/ Guarantees issued by Banks	506.21	556.70
b) Disputed claims of Excise/Service Taxand CST Authorities	6.23	20.72
c) Claims against the Company not acknowledged as Debts	145.20	145.50

- Amount held in Margin / Fixed deposit accounts with banks having lien for facilities given by Banks ₹ **694.27 Lacs** (Previous year ₹ 726.67 Lacs).
- The computation of net profit for the purpose of calculation of managerial remuneration u/s 198 of Companies Act, 2013 has not been enumerated since minimum remuneration has been paid to the Managing Director.

- The Company does not envisage any liability for Income Tax for the current year in absence of taxable income.
  - Disclosure as required by the **Accounting Standard – 22 “Accounting for Taxes on Income”** are given below:

In the event of carry forward losses and unabsorbed depreciation no Deferred Tax Liability has been created for the financial year ending 31.03.2016. The deferred tax asset has not been recognized as there is no virtual certainty of sufficient future taxable income available against which this deferred tax asset can be realized.

- Disclosure as required by the Accounting Standard-15 “Employee Benefit” are given below:
  - General Description of Plan : Defined Gratuity Benefit obligation (Unfunded)
  - Method of Valuation of Gratuity: Projected Unit Credit Method.
  - Reconciliation of opening and closing balance of defined benefit obligation.

(₹ in Lacs)

Particulars	2015-2016	2014-2015
Obligation as at the beginning of the year	308.54	234.81
Current Services Cost	32.88	37.71
Interest Cost	23.91	21.72
Actuarial (Gain)/Loss	(32.90)	26.42
Benefits paid	(25.74)	(12.12)
Obligation as at the end of the year	306.69	308.54

- Expenses recognized during the year.

(₹ in Lacs)

Particulars	2015-2016	2014-2015
Current Services Cost	32.88	37.71
Interest Cost	23.91	21.72
Actuarial (Gain)/Loss	(32.90)	26.43
Total Expenses recognized during the year	23.89	85.86

- Actuarial Assumptions.
  - Rate of Interest : 7.75% per annum
  - Salary Growth : 8.00% per annum
  - Withdrawal Rate : 1%
  - Mortality Rate : Indian Assured Lives (2006-08) ultimate Mortality Rates.
  - Retirement Age : 60 years

## LLOYDS METALS AND ENERGY LIMITED

7. Disclosure as required by the Accounting Standard – 20 “Earning Per Share” are given below:

Particulars	2015-16	2014-15
NPBT	72,11,844	(20,81,83,969)
Tax Expenses	--	--
Numerator (A)	72,11,844	(20,81,83,969)
Denominator (B)	11,12,91,290	11,12,91,290
<b>Basic &amp; Diluted EPS (A/B)</b>	<b>0.06</b>	<b>(1.87)</b>

8. Disclosure as required by the Accounting Standard – 18 “Related Party Disclosure” are given below.:

1. Key Managerial Personnel

(₹ in Lacs)

A	Name of related party and relationship	
	i) Name of the Related Party	Shri. B L Agarwal
	ii) Relationship	Key Managerial Personnel
B	Transaction with related parties Nature of Transaction	
	a) Salary	24.00      24.00
	b) PF Contribution	1.44      1.44

9. Debtors, Creditors and Loans & Advances are subject to confirmation by the parties. Difference (if any), shall be accounted on such reconciliation.

10. During the year power division sales includes sale of power amounting to ₹ **765.06 lacs** at selling price to sponge iron division (Previous year ₹ 773.57Lacs).

11. The Company has no information as to whether any of its suppliers constitute micro, Small & medium enterprises as per Micro, Small & Medium Enterprises Development Act, 2006 and therefore, the amount due to such suppliers has not been identified.

12. Additional information pursuant to the provisions of Part I of Schedule III to the Companies Act, 2013.

**a) Break up of stores and spares Consumed**

Particulars	2015-2016		2014-2015	
	₹ in Lacs	%	₹ in Lacs	%
Indigenous	294.37	100	424.56	100
<b>Total</b>	<b>294.37</b>	<b>100</b>	<b>424.56</b>	<b>100</b>

**b) Expenditure incurred in foreign currency on account of**  
(₹ in Lacs)

Particulars	2015-2016	2014-2015
Travelling Expenses	43.94	28.53
<b>Total</b>	<b>43.94</b>	<b>28.53</b>

13. Previous year figures have been regrouped and recast wherever necessary to confirm to the classification of the current year as per the revised Schedule III of the Companies Act 2013.

14) Disclosures as required by the Accounting Standard 17 on "Segment Reporting " are given below :

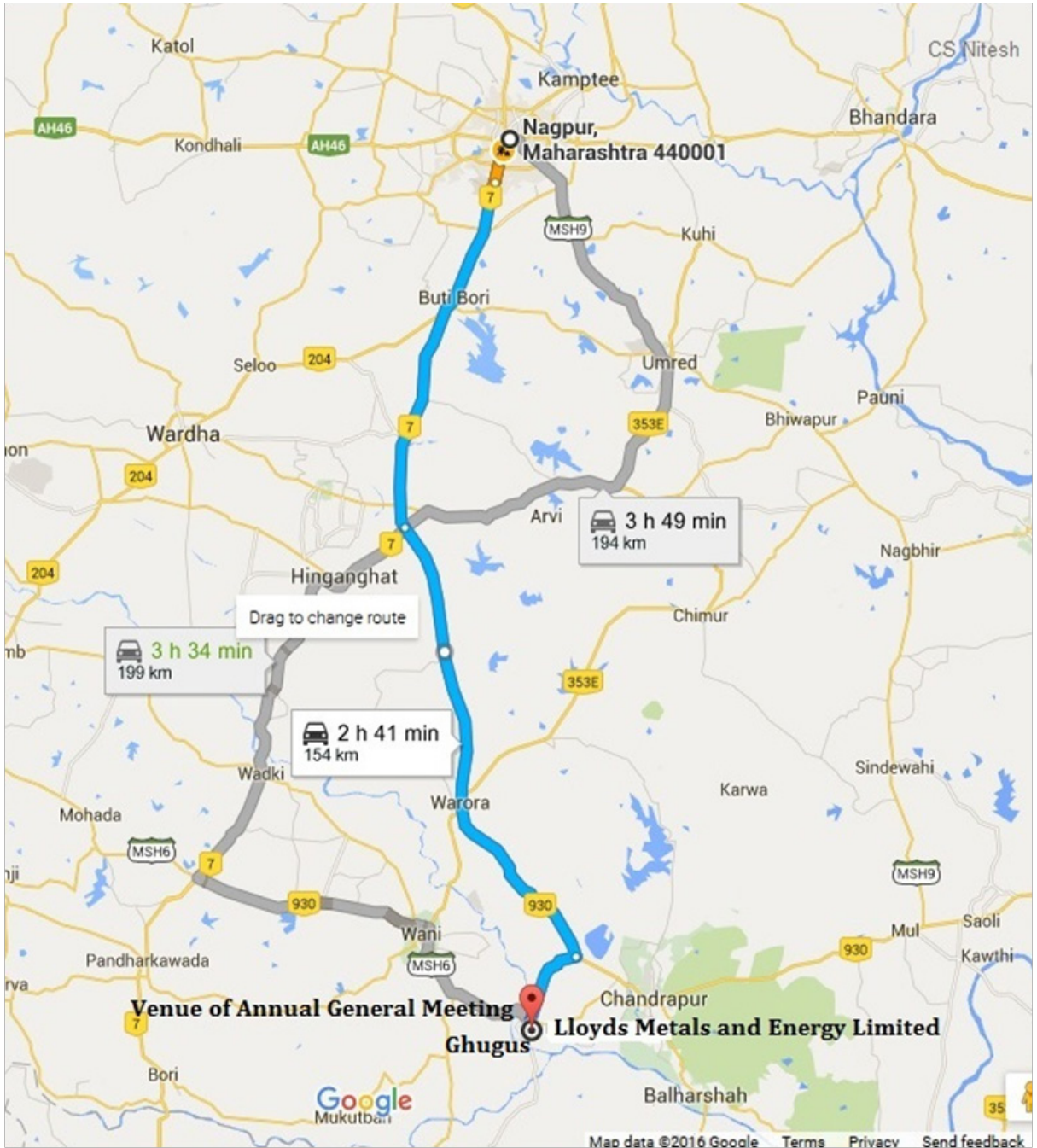
Sr. No.	Particulars	Period Ended 31.03.2016				Year Ended 31.03.2015			
		Sponge Iron & Steel	Power	Elimination	Consolidated	Sponge Iron & Steel	Power	Elimination	Consolidated
I)	<b>Segment Revenue :</b>								
	<b>Sales :</b>								
	External	31,910.52	5,011.41	-	36,921.92	59,957.89	3,160.11	-	63,118.01
	Inter - Segment	-	765.06	(765.06)	-	-	773.57	(773.57)	-
	<b>Total</b>	<b>31,910.52</b>	<b>5,776.47</b>	<b>(765.06)</b>	<b>36,921.92</b>	<b>59,957.89</b>	<b>3,933.68</b>	<b>(773.57)</b>	<b>63,118.01</b>
II)	<b>Segment Result :</b>								
	Operating Net Profit	(2,656.49)	4,223.49	-	1,567.00	(2,508.74)	1,538.79	-	(969.96)
	Common Expenses (Net)	-	-	-	(524.91)	-	-	-	(492.26)
	Interest	-	-	-	(969.98)	-	-	-	(619.63)
	Exceptional items	-	-	-	-	-	-	-	-
	<b>Profit before tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>72.11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2,081.84)</b>
III)	<b>Segment Assets :</b>	30,134.95	16,096.60	-	46,231.55	26,242.69	16,360.54	-	42,603.24
	Common Assets	-	-	-	81.30	-	-	-	341.39
	<b>Total</b>	<b>30,134.95</b>	<b>16,096.60</b>	<b>-</b>	<b>46,312.85</b>	<b>26,242.69</b>	<b>16,360.54</b>	<b>-</b>	<b>42,944.62</b>
IV)	<b>Segment Liabilities :</b>	29,368.24	9,692.43	-	39,060.68	22,619.32	12,621.21	-	35,240.53
	Common Liabilities	-	-	-	63.87	-	-	-	562.01
	<b>Total</b>	<b>29,368.24</b>	<b>9,692.43</b>	<b>-</b>	<b>39,124.54</b>	<b>22,619.32</b>	<b>12,621.21</b>	<b>-</b>	<b>35,802.54</b>
V)	<b>Capital Expenditure during the year</b>								
	Segment	3,026.08	388.59	-	3,414.67	731.84	14.20	-	746.04
	Common	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>3,026.08</b>	<b>388.59</b>	<b>-</b>	<b>3,414.67</b>	<b>731.84</b>	<b>14.20</b>	<b>-</b>	<b>746.04</b>
VI)	<b>Depreciation during the year</b>								
	Segment	628.58	436.16	-	1,064.74	637.68	429.51	-	1,067.19
	Common	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>628.58</b>	<b>436.16</b>	<b>-</b>	<b>1,064.74</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,067.19</b>
VII)	<b>Non Cash Expenses other than Depreciation</b>								
	Segment	-	-	-	-	-	-	-	-
	Common	-	-	-	113.02	-	-	-	174.59
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>113.02</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>174.59</b>

**Notes :-**

- 1) **Business Segment :** The business operations of the Company comprise Sponge Iron & Power. The business segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns and the internal financial reporting systems.
- 2) Segment information has been prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the enterprise as a whole.

# LLOYDS METALS AND ENERGY LIMITED

**Route Map:** Nagpur, Maharashtra to Lloyds Metals and Energy Limited, Plot No. A-1/2, MIDC Area, Ghugus, Dist. Chandrapur – 442 505.





## Lloyds Metals and Energy Limited

**Regd. Office :** Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442 505, Maharashtra. **Tel.** 07172 285099 /103/398 **Fax** 07172 285003.  
**Corporate Office :** Trade World, "C" Wing, 16<sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. **Tel.No.** 3041 8111. **Fax No.** 3041 8260  
**CIN :** L40300MH1977PLC019594 **Website :** www.lloyds.in

Dear Shareholder,

**Sub: Registration of E-Mail ID for servicing of documents by the Company under the Companies Act, 2013 – A Green Initiative by Ministry of Corporate Affairs, Govt. of India**

Ministry of Corporate Affairs ("MCA") vide its circular no. 17/2011 and 18/2011 dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively has notified a "Green Initiative in the Corporate Governance", by allowing paperless compliances by Companies. In terms of the said circulars, the Companies are permitted to send Annual Reports and various notices / documents to the shareholders through electronic mode to the registered e-mail addresses of shareholders.

The "Green Initiative" proved a welcome step for benefits of society at large for creating sustainable greener environment and your Company continues to fully support the above initiative.

As a step forward to implement the above initiative, we propose to send documents such as notices of general meeting(s), annual reports and other shareholder communications to you by electronic mode. Hence, we appeal all the shareholders, who have yet to register their e-mail id, to register / update the same at the earliest in any of the following manner:

- By registering with your Depository Participant ("DP") in case the Company's shares are held in demat form.
- By sending an e-mail to Bigshare Services Private Limited, Registrar and Share Transfer Agent ("RTA") at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400072.
- By returning the duly filled in form to the RTA, in case the Company's shares are held in physical form.

Please note that these documents shall be available on Company's website [www.lloyds.in](http://www.lloyds.in) and shall also be kept open for inspection by the Members at the registered office of the Company during office hours.

The Shareholders will also be entitled to receive Annual Reports / other communications, free of cost, upon receipt of a requisition from you, any time, as a member of the Company.

We are sure, that as a responsible citizen, you will whole heartedly support and co-operate with the Company in implementing this initiative of the MCA.

Best Regards,

**For Lloyds Metals and Energy Limited**

**Nitesh Tanwar**

**Company Secretary**

----- Tear Here ----- ✂ -----

### E-COMMUNICATION REGISTRATION FORM

Date:

To,

**Bigshare Services Private Ltd.**

E-2/3, Ansa Industrial Estate, Sakivihar Road,  
Saki Naka, Andheri (East), Mumbai – 400072.

#### UNIT – LLOYDS METALS AND ENERGY LIMITED

Dear Sir,

**Sub : Registration of E-mail ID for serving of Notices/Annual Reports through electronic mode by Company**

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents/information in electronic mode to be sent by the Company.

<b>Folio No. / DP ID / Client ID</b>	:
<b>E-mail ID</b>	:
<b>Name of the First / Sole Shareholder</b>	:
<b>Signature</b>	:

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the E-Mail address.







## Lloyds Metals and Energy Limited

**Regd. Office :** Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442 505, Maharashtra. **Tel.** 07172 285099 /103/398 **Fax** 07172 285003.  
**Corporate Office :** Trade World, "C" Wing, 16<sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. **Tel.No.** 3041 8111. **Fax No.** 3041 8260  
**CIN :** L40300MH1977PLC019594 **Website :** www.lloyds.in

### 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]

**CIN: L40300MH1977PLC019594**

Name of the Company : **Lloyds Metals and Energy Limited**  
Registered Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra.

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

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 39<sup>th</sup> Annual General Meeting of the Company, to be held on the **Friday, 10<sup>th</sup> day of June, 2016, at 12:30 p.m.** at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442505, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No	RESOLUTIONS	For	Against
1.	Receive, consider and adopt the audited financial statement of the Company for the year ended 31st March, 2016, the reports of the Board of Directors and Auditors Report thereon.		
2.	Appoint a Director in place of Mr. Rajesh R. Gupta (DIN: 00028379), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ratify appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W) as Statutory Auditors for the financial year 2016-2017, including their remuneration.		
4.	Reappoint M/s Manisha & Associates, Cost Accountants (Firm Registration No. 000321) as Cost Auditors for the financial year 2016-2017 including their remuneration.		
5.	Sub-division of Equity Shares from the Face Value of ₹ 2/- per share to Face Value of ₹ 1/- per share.		
6.	Alteration of the Capital Clause of Memorandum of Association of the Company.		

Signed this..... day of ..... 2016



Signature of Shareholder(s)

Signature of Proxy holder(s)

**Notes:**

- 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. A Proxy need not be a member of the Company.**
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.**
- \*\* 4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- 5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**
- 6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**



## Lloyds Metals and Energy Limited

**Regd. Office :** Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442 505, Maharashtra. **Tel.** 07172 285099 /103/398 **Fax** 07172 285003.  
**Corporate Office :** Trade World, "C" Wing, 16<sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. **Tel.No.** 3041 8111. **Fax No.** 3041 8260  
**CIN :** L40300MH1977PLC019594 **Website :** www.lloyds.in

### 39<sup>TH</sup> Annual General Meeting

#### ATTENDANCE SLIP

(To be handed at the entrance of the Meeting Hall)

DP ID *	
Client ID *	

Folio No.	
No. of Shares	

(To be handed over at the entrance of the Meeting Hall)

I, Certify that I am a registered Member/ Proxy for the registered Member of the Company, I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company held at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442 505, Maharashtra on **Friday, 10<sup>th</sup> June, 2016 at 12.30 p.m.**

Full Name of Member (in BLOCK LETTERS) \_\_\_\_\_

Name of the Proxy (in BLOCK LETTERS) \_\_\_\_\_

(To be filled in if the Proxy attends instead of Member/s)

Member's/Proxy's Signature \_\_\_\_\_

\* Applicable for investors holding shares in electronic form.

## BOOK - POST

If undelivered please return to :

### **BIGSHARE SERVICES PRIVATE LIMITED**

**(Unit : Lloyds Metals and Energy Ltd.)**

E-2/3, Ansa Industrial Estate, Sakivihar Road,

Saki Naka, Andheri (East),

Mumbai - 400 072.

Phone : 022-4043 0200

Fax : 022-2847 5207