

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, 10th 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 31st 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 Tadarwal & Tadarwal, 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 : 14th April, 2016
Place : Mumbai

Nitesh Tanwar
Company Secretary

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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, 3rd June, 2016 to Friday, 10th 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
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

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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. 3rd 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. 3rd 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. 10th 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"> 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. 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.
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"> 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).

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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 under help section or write an E-Mail to 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

Name of Director	Rajesh Gupta
DIN	00028379
Age	51 years
Date of first appointment on the Board	21 st November, 1991
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	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.
Disclosure of Relationships Between Directors Inter-Se;	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
Names of Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	Directorship 1. Lloyds Metals and Energy Limited 2. Shree Global TradeFin Limited \$ Membership of Committees-Nil
No. of Shares held in the Company	345860 shares
No. of Board meetings attended during last Financial Year	4 (Four)
Terms and conditions of appointment	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 : 14th April, 2016
Place : Mumbai

Nitish Tanwar
Company Secretary

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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 14th 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 : 14th April, 2016
Place : Mumbai

Nitesh Tanwar
Company Secretary