

LLOYD ROCKFIBRES LIMITED

CIN- L20293DL1989PLC218564

BOARD OF DIRECTORS

SHRI R.P.PUNJ
CHAIRMAN

SHRI GAURAV PUNJ
MANAGING DIRECTOR

SHRI PRADEEP VAIJANATHRAO BENJARGE
DIRECTOR

SHRI A.K.SRIVASTAVA
DIRECTOR

SHRI V K SHARMA
DIRECTOR

ALOK KUMAR SHUKLA
DIRECTOR

NEETU VARSHNEY
COMPANY SECRETARY

AUDITORS

M/S. YASH BARRY & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

BANKERS

ORIENTAL BANK OF COMMERCE, NEW DELHI
BANK OF BARODA, AURANGABAD

LLOYD ROCKFIBRES LIMITED
REGISTERED OFFICE

Plot No.2, Punjsons Premises,
Kalkaji Industrial Area,
New Delhi-110019
Phone No. : 011-26462157
Fax No. : 011-26464344
E-mail : gpl3@vsnl.com
Web site: WWW.lrfi.in

REGISTRAR AND SHARE TRANSFER AGENT

**M/S. BEETAL FINANCIAL & COMPUTER
SERVICES (P) LTD.**

BEETAL HOUSE, 99, MADANGIR,
3RD FLOOR, BEHIND LOCAL SHOPPING CENTRE,
NEAR DADA HARSUKHDAS MANDIR,
NEW DELHI-110062

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NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of Lloyd Rockfibres Limited will be held on Friday, 28th day of September, 2018 at 3:00 PM at the registered office of the Company situated at Plot No.2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018, along with the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. R P Punj (DIN: 00686475), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Appointment of Auditors and fixation of remuneration

“RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification (s) or re-enactment thereof for the time being in force) and on the recommendation of Audit Committee, appointment of M/s. Barry & Company, Chartered Accountants (Firm Registration No. FRN: 017988N), be and are hereby ratified as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company subject to the rectification of their appointment by the members of the Company in every subsequent Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

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

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 152 ,161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any modification or amendment thereof, Mr. Pradeep Vaijanathrao Benjarge (DIN:07273286), a Non-Executive Director of the Company, who was appointed as an Additional Director of the Company with effect from 13.02.2018 under Section 152 & 161 of the Act, be and is hereby appointed as Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 203 and any other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013 and Rule 3 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 or any other statutory amendment or re-enactment thereof for the time being in force, the appointment of Mr. Gaurav Punj as

Managing Director of the Company without any remuneration w.e.f. 22nd March, 2018 as made by the Board in its meeting held on 22nd March, 2018 as per recommendation made by meeting of Nomination and Remuneration Committee be and is hereby confirmed, approved and ratified.”

By Order of the Board of Directors
For Lloyd Rockfibres Limited

Date – August 10, 2018
Place - New Delhi

SD/-
(R.P. Punj)
Chairman
DIN:00686475
10, Prithvi Raj Road,
New Delhi-110011

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT APROXY/PROXIES TO ATTEND AND VOT INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM (MGT-11) IS ATTACHED WITH THIS NOTICE. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (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 proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2018 to 26.09.2018.
5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

6. DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED PURSUANT TO SECRETARIAL STANDARD 2, UNDER ITEM NO. 2,4 AND 5 ARE SECHDULED AS FOLLOWS :

Name	Mr. R. P. Punj	Mr. Pradeep Vaijanathrao Benjarge	Mr. Gaurav Punj
Designation	Director	Director	Managing Director
Date of Birth	16-07-1935	30-05-1973	22-12-1969
Date of first appointment	06-10-1989	13-02-2018	05-09-19592
Qualification	B.Sc from kollkatta University	MBBS MD Medicine	BBA from USA
Experience	62 Years	20 Years	26 Years
Profile	In Business since 1956 in Punjsons. Experience in the filed of insulation. He is a promoter and Director in the company since incorporation	MD in MY LAB MEDISOLUTIONS PRIVATE LIMITED & Proprietor of Krishna Hospital and ICU	Expertise in the field of Marketing and execution Insulation contracts.
Directorship held in other Companies	1.Ravishivam Investments Private Limited 2.Punj Sons Private Limited 3.Pushpanjali Holdings Private Limited 4.Fiberglas Private Limited 5.Sumaya Investments Private Limited 6.Lloyd Rockwool Private Limited 7.Pibco Limited 8.Lloyd Bitumen Products Private Limited	MY LAB MEDISOLUTIONS PRIVATE LIMITED	1.Lloyd Projects Private Limited 2.Ravishivam Investments Private Limited 3.Radita Investments Private Limited 4.Pushpanjali Holdings Private Limited 5.Fiberglas Private Limited 6.Sumaya Investments Private Limited 7.Lloyd Rockwool Private Limited 8.Pibco Limited 9.Lloyd Bitumen Products Private Limited
Directorship held in Listed entities (other than Lloyd Rockfibres Limited)	-	-	-

Membership of Committees of the Board (only Listed Entities) in which Chairmanship /membership is held (Audit Committee and Stakeholder Relationship Committee)	-	-	-
No. of Board Meeting attended during the year	7	NIL	7
Terms & Conditions of appointment/ re-appointment	Not Applicable since the re-appointment is made as director liable to retire by rotation	As per appointment letter issued to director	As per appointment letter issued to director
Numbers of shares held in the Company	390030	NIL	213021
Past Remuneration	NIL	NIL	NIL
Relationship with other Directors	Father of Mr. Gaurav Punj, Managing Director of the company.	Not applicable	Son of Mr. Ravinder Prakash Punj, Chairmen & Director of the Company

7. Members may note that the Notice of the Annual General Meeting and the Annual Report for F.Y The 20017-18 will also be available at the Company's Registered Office at Plot No. 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019 for inspection during normal business hours on working days. Even after registering for e-communication, members can obtain the said documents in physical form; upon making a request for the same, by post free of cost. For any communication, the shareholders can also post requests to the Company's investor email id: gpl3@vsnl.com.
8. Members/Proxies/Authorized Representative are requested to:
 - a. Bring their copy of the Annual Report for the meeting and duly filled attendance Slip enclosed herewith along with a valid identity proof such as the PAN card, passport, AADHAR card, or driving license to attend the meeting.
 - b. Note that all correspondence relating to share Transfers/Transmission/Dividend/ Demat of shares etc should be addressed to Registrar and Transfer Agents of the Company, viz. M/S. Beetal Financial & Computer Services (P) Ltd ,Beetal House, 99, Madangir 3rd Floor, behind local Shopping Centr near Dada Harsukhdas Mandir, New Delhi-110062

- c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.

9. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.

10. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to the Company's Registrar & Share Transfer Agent quoting their registered folio number.

Members desirous of having any information regarding accounts are requested to address their queries to the Compliance officer at the registered office of the Company at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.

11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.

13. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 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').

The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given below

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2018 at 10:00 AM and ends on 27.09.2018 at 5:00PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date(record date) 21.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 (iv).

- (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 the relevant <Company Name> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
For Lloyd Rockfibres Limited

Date – August 10, 2018
Place - New Delhi

SD/-
(R.P. Punj)
Chairman
DIN:00686475
10, Prithvi Raj Road,
New Delhi-110011

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

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

ITEM NO. 4

Mr. Pradeep Vaijanathrao Benjarge is interested and concerned in the Resolution as mentioned at Item no. 4 of the Notice. Other than Mr. Pradeep Vaijanathrao Benjarge, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution. Details as required under SS-2 are given in Notice of AGM.

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Pradeep Vaijanathrao Benjarge as an Additional Director of the Company with effect from 13th February, 2018. In terms of the provisions of said section Mr. Pradeep Vaijanathrao Benjarge would hold office up to the date of the 28th Annual General Meeting.

The Company has received a notice in writing from Mr. Pradeep Vaijanathrao Benjarge alongwith the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of Director of the Company. Mr. Pradeep Vaijanathrao Benjarge is not disqualified from being appointed as a Director in terms of Section 164 of the Act and his given his consent to act as a Director.

Copy of the letter of appointment of Mr. Pradeep Vaijanathrao Benjarge as Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

ITEM NO. 5

The Board of Directors of the Company (the ‘Board’) at their meeting held on 22nd March, 2018 has subject to the approval of members appointed Mr. Gaurav Punj (DIN:00822420) as Managing Director for a period of 3 (three) years with effect from 22nd March 2018 without any remuneration.

His appointment as Managing Director and terms & conditions thereon has already been approved by the Nomination & Remuneration Committee in its meeting held on 22nd March, 2018

It is proposed to seek the members’ approval for the appointment of Mr. Gaurav Punj as Managing Director, in terms of the provisions of the Act.

None of the directors and Key Managerial personnel of the Company except Mr. Gaurav Punj and Mr. Ravinder Prakash Punj are concerned or interested financially or otherwise in the resolution set out at Item No.5.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Gaurav Punj under Section 190 of the Companies Act, 2013.

Information about the appointee is provided for in Notes to the Notice. The Directors recommend the resolution for approval of the Shareholders.

By Order of the Board of Directors
For Lloyd Rockfibres Limited

Date – August 10, 2

Place - New Delhi

SD/-
(R.P. Punj)
Chairman
DIN:00686475
10, Prithvi Raj Road,
New Delhi-110011

BOARD'S REPORT

To,
The Members,
Lloyd Rockfibres Limited

Your Directors are pleased to present their report on the affairs of the company for the Financial Year ended March 31, 2018.

FINANCIAL SUMMARY OF THE COMPANY**(Audited)**

Particulars	(In Rupees) 2017-2018	(In Rupees) 2016-2017
Revenue From Operations	0	0
Other Income	1,41,85,178	1,395
Total Revenue(A)	1,41,85,178	1,395
Expenses other than depreciation	44,16,128	9,154,184
Depreciation	7,68,504	10,74,178
Total Expenses(B)	5,184,632	10,228,362
(A-B)	9000546	(1,02,26,967)
Extraordinary Items	NIL	Nil
Tax adjustment for Deferred Tax	(4,57,521)	(1,64,982)
Profit after Tax	94,58,067	(1,00,61,985)

KEY HIGHLIGHTS

The Total Revenue for the year Increase to Rs. 1,41,85,178/- in FY 2017-18 from Rs. 1395/- in FY 2016-17. The Net Profit for the current FY is Rs. 94,58,068/-.

The Earnings per share (EPS) for the year is Rs. 0.85 as compared to Rs (0.91) per share of the previous year.

REVIEW OF OPERATIONS/ STATEMENT OF AFFAIRS

As shareholders are aware that the company is non-operational since September, 2013, there is some revenue from the sale of finished goods lying in the stock. Despite of the best effort of the management, no viable solution comes before the company due to acute financial concentration. Your management is trying hard to look for some viable proposal to revive the operations of the company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

No material changes have occurred from the date of balance sheet till the date of this report which has any adverse affect on the working of the Company.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the Business during the financial year under review.