

# LLOYD ROCKFIBRES LIMITED

## **BOARD OF DIRECTORS**

**SHRI R.P.PUNJ**  
CHAIRMAN

**SHRI GAURAV PUNJ**  
MANAGING DIRECTOR

**SHRI B.D.MALLIAH**  
DIRECTOR

**SHRI A.K.SRIVASTAVA**  
DIRECTOR

**SHRI V.K. SHARMA**  
DIRECTOR

**SHRI A.C. SHARMA**  
DIRECTOR

**AUDITORS**  
**M/S. DUBEY & CO**  
CHARTERED ACCOUNTANTS  
NEW DELHI

## **REGISTRAR AND SHARE TRANSFER AGENT**

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

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

## **BANKERS**

**ORIENTAL BANK OF COMMERCE,  
NEW DELHI**

**BANK OF BARODA,  
AURANGABAD**

## **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](mailto:gpl3@vsnl.com)

Web site: [www.lrfl.in](http://www.lrfl.in)

CIN- L20293DL1989PLC218564

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# LLOYD ROCKFIBRES LIMITED

## NOTICE

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of Lloyd Rockfibres Limited will be held on Friday, 30<sup>th</sup> day of September, 2016 at 11.30 A.M. 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 31<sup>st</sup> March 2016, 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. Ravinder Prakash (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:  
"RESOLVED THAT on the recommendation of Audit Committee, M/s. Dubey & Co., Chartered Accountants, (Firm Registration Number: 007515N), be and is hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting at a remuneration as may be agreed to mutually between the Board and the Statutory Auditors."

By Order of the Board of Directors  
For Lloyd Rockfibres Limited  
Sd/-  
(Ravinder Prakash Punj)  
Chairman  
DIN:00686475  
10, Prithvi Raj Road,  
Delhi-110011

Date : August 08, 2016  
Place: New Delhi

### 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/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 ENCLOSED.**
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. 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.
5. **DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER PURSUANT TO REGULATION 36(3) SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:**

Name	Mr. Ravinder Prakash Punj
Designation	Director
Date of Birth	16-07-1935
Date of First Appointment	06-10-1989
Qualification	B.Sc. from Kolkatta University
Experience	60 years
Profile	In Business since 1956 in Punjsons. Experience in the field of insulation. He is a Promoter and Director in the company since incorporation. He is in the field of insulation since 1958

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Directorship held in other Companies	1. RAVISHIVAM INVESTMENTS PRIVATE LIMITED 2. SUMAYA INVESTMENTS PRIVATE LIMITED 3. FIBERGLAS PVT LTD 4. PUSHPANJALI HOLDINGS PRIVATE LIMITED 5. PUNJ SONS PRIVATE LIMITED 6. SUPER URETHANE PRODUCTS 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)	Nil
Membership of Committees of the Board the Board (only Listed Entities) in which Chairmanship membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	2
No. of Board Meeting attended during the year	4
Terms & Conditions of appointment/re-appointment	Not applicable since the re-appointment is made as a Director liable to retire by rotation.
Numbers of shares held in the Company	390030
Past Remuneration	NIL
Relationship with other Directors	Father of Mr. Gaurav Punj, Managing Director of the Company.

6. Members may note that the Notice of the Annual General Meeting and the Annual Report for 2015-16 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.
7. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
8. 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.
9. 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.
10. SEBI has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar and Share Transfer Agent, Indus Portfolio Pvt. Ltd.(RTA).
11. Members desirous of having any information regarding accounts are requested to address their queries to the Manager (Finance) 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.
12. 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.
13. 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.

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## 14 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 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 31(1)(b) of SEBI (Listing Obligation 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').

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 27<sup>th</sup> September 2016, and ends on 29<sup>th</sup> September 2016, 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) of 23<sup>rd</sup> September 2016, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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 (In Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <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>
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"> <li>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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 LLOYD ROCKFIBRES LIMITED on which you choose to vote.

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- (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 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 on or after 30<sup>th</sup> June 2016. 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 <https://www.evotingindia.co.in> 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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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

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 email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board of Directors  
For Lloyd Rockfibres Limited  
Sd/-  
(Ravinder Prakash Punj)  
Chairman  
DIN:00686475  
10, Prithvi Raj Road,  
Delhi-110011

Date : August 08, 2016  
Place: New Delhi

# LLOYD ROCKFIBRES LIMITED

## 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, 2016.

### FINANCIAL SUMMARY OF THE COMPANY

(Audited)

Particulars	(Rs. in lacs) 2015-2016	(Rs. in lacs) 2014-2015
Revenue from operations	1.10	7.86
Other Income	87.36	6.12
<b>Total Revenue</b>	<b>88.47</b>	<b>13.98</b>
Profit before Depreciation & Tax	(86.99)	(27.02)
Depreciation	15.11	6.42
<b>Profit before Tax</b>	<b>(102.10)</b>	<b>(33.44)</b>
Tax adjustment for Current year	Nil	Nil
Tax adjustment for Deferred Tax	4.54	(6.33)
<b>Profit after Tax</b>	<b>(106.65)</b>	<b>(27.11)</b>

### KEY HIGHLIGHTS

The Total Revenue for the year Increase to Rs. 88.47 Lacs in 2015-16 from Rs.13.98 Lacs in 2014-15. The Loss for the year Increase to Rs. 106.65 Lac in 2015-16 from Rs.27.11 Lac in the previous year.

The Earnings per share (EPS) for the year is Rs. (0.9) as compared to Rs (0.24) 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 effect 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.

### DIVIDEND & RESERVES

In view of the losses incurred by the Company, the Directors regret their inability to recommend any dividend for the current year under review.

### SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2016 stood at 11.08 crore. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

### NUMBER OF MEETINGS OF THE BOARD

The Board met six times during the Financial Year 2015-16, on 30th May, 2015, 14<sup>th</sup> August, 2015, 17<sup>th</sup> September, 2015, 30<sup>th</sup> September, 2015, 10<sup>th</sup> November, 2015, 11<sup>th</sup> February, 2016.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Vijay Kumar Sharma was appointed as Additional Director w.e.f. 9<sup>th</sup> February, 2015 and his term expired on the date of AGM ie 30<sup>th</sup> September as per provisions of Section 161 of the Companies Act, 2013. Thereafter, he ceased to be a Director of the Company. The Board appreciates his contribution made during his tenure.

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Mr. Arun Krishna Srivastava retired at on 30-09-2015 being the last date by which Annual General Meeting should have been held. He was appointed as additional Director on 10-11-2015 and his appointment was regularized at last date of Annual General Meeting held on 19-03-2016.

Mr. Vijay Kumar Sharma was appointed as Additional Director of the company w.e.f. 10/11/2015. He was subsequently appointed as independent Director by the members at AGM held on 19-03-2016

As per the provisions of the Companies Act, 2013, Mr. Ravinder Prakash Punj retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to be made by members in the forthcoming Annual General Meeting.

### • KEY MANAGERIAL PERSONNEL

The Board appointed Ms. Anupam Singh as a Company Secretary of the Company with effect from 14<sup>th</sup> August, 2015. She resigned from the position of Company Secretary w.e.f. 17<sup>th</sup> September 2015.

### DECLARATION BY INDEPENDENT DIRECTORS.

The Independent directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Board confirms that the independent directors meet the criteria as laid down under the Companies Act, 2013.

### LISTING

The Shares of the Company are listed at Bombay Stock Exchange and the listing fees has been paid for the financial year 2015-16.

### MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) read with Schedule V (B) of the Securities of Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- in the preparation of the annual accounts for the Financial year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the loss of the Company for the Financial year ended on that date;
- 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;
- The Directors have prepared the annual accounts on a 'going concern' basis;
- 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
- 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.

### FORMAL ANNUAL EVALUATION

As the company is not in operations since September 2013. Hence, the details of the framework for performance evaluation of Independent Directors, Board, Committees and other individual, and details of familiarization program of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters have not been updated on the website of the Company.

### CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the practising company secretary of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013. Hence, the details of such contracts or arrangements with its related parties are not disclosed in Form AOC-2 as **annexure II** as prescribed under the Companies Act, 2013 and the Rules framed thereunder

However, the company is not in the operation since from September 2013, hence, the Policy on dealing with related party transactions and on determining materiality of such transactions shall be prepared, once the company revives its operation (s).



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## RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implement the Risk Management Policy for the Company including identification therein of elements of risk, if any, which is in the opinion of the Board may threaten the existence of the Company. These are discussed at the meeting of the Audit Committee and the Board of Directors of the Company.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of Section 135 of the Companies Act, 2013 every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year.

## INTERNAL FINANCIAL CONTROLS

The Board has adopted the policies and procedures 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 disclosures.

The internal auditor was not appointed in the company for the financial year 2015-16, as the company is non-operational since September 2013.

## SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

Your company does not have any unlisted/listed subsidiary company or Joint Ventures or any Associate Companies. Pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, Form AOC-1 is attached as **Annexure I**.

## AUDITORS

### Statutory Auditors

M/s Dubey & Co, Chartered Accountants, Statutory Auditors of the Company, shall hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment. Auditors' Report does not contain any qualification, reservation or adverse remark.

### Cost Auditors

Companies (cost records and audit) (Amendment) Rules, 2015 are not applicable on the Company for the financial year 2015-16 because the Company had not undertaken any manufacturing activity during the Financial Year 2015-16.

### Secretarial Auditor

The Board has appointed Mr. R.S Bhatia, (CP No. 2514), Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as **Annexure III** to this Report. The Secretarial Audit Report contain following qualification, reservation or adverse remark:-

1. In compliance of Section 203 of the Companies Act, 2013, there was no Chief Financial Officer and Company Secretary appointed in the Company during the year under review.
2. Pursuant to Section 149 of the Companies Act, 2013, there is no woman Director appointed on the Board of the Company during the year under review.
3. A part of the shareholders belonging to "Promoter group" are still holding shares in physical form.
4. In respect of the Board resolutions (BR) dated 30.03.2015 regarding appointment of Mr. Gaurav Punj as Managing Director forms MGT 14 & MR 1 are yet to be filed.
5. In respect of Nomination and Remuneration Policy, Risk Management Policy, Whistle Blower Policy, Familiarisation programme of Independent Director, Terms and Conditions of appointment of Independent Director(s), the website of the Company is not updated.
6. AOC 4 XBRL & Mgt 7 for the financial year 2014-15 are yet to be filed.
7. Mgt 14 for approval of Board Report for financial Year 2014-15 is yet to be filed.

## IN RESPONSE TO THE ABOVE, IT IS SUBMITTED THAT:

In relation to point number 1 & 5, the Company is non-operational, hence, as such there was no requirement of CFO. Due to huge losses the management was unable to appoint company secretary & Women Director as mentioned in point no1 & 2. In relation to point number 3, majority of holding of shareholders belonging to "Promoter group" had been converted from physical to dematerialized form but due to certain reasons some of the shares are still in physical form. due to paucity of staff and funds, necessary actions could not be taken in time as stated in point number 4, 6 & 7.



## LLOYD ROCKFIBRES LIMITED

### DISCLOSURES:

#### Audit Committee

As per the provisions of Section 177 of the Companies Act, 2013 your Company has Constituted an Audit committee. The Audit Committee comprises of majority of the Independent Directors. All the members of the Committee have experience in financial matters. The details of the composition of the committee are set out in the following table:

S. No.	Name	Status	Designation
1.	Mr. Anil Chandra Sharma	Independent non-executive non-Promoter Director	Chairman
2.	Mr. RP Punj	Non-executive promoter Director	Member
3.	Mr. B.D. Malliah	Independent non-executive non promoter Director	Member

All the recommendations made by the Audit Committee were accepted by the Board.

#### Nomination and Remuneration Committee

As per the provisions of Section 178 of the Companies Act, 2013 your Company has Constituted Nomination and Remuneration committee. The Company's Nomination and Remuneration Committee comprise of two non-executive Independent Directors & one non-executive Directors The details of the composition of the Committee are set out in the following table:

S. No.	Name	Status	Designation
1.	Mr. B.D. Malliah	Independent non-executive non promoter Director	Chairman
2.	Mr. R.P Punj	Non-executive promoter Director	Member
3.	Mr. A .C Sharma	Independent non-executive non-Promoter Director	Member

The function of the Nomination and Remuneration Committee includes recommendation of appointment of Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their remuneration.

Since the company is not in operation from September 2013, hence the aforesaid policy has not been posted on the Website of the Company. However, the same shall be complied once the company revives its operations.

#### Shareholder Relationship Committee:

As per the provisions of Section 178 of the Companies Act, 2013 your Company has Constituted Stakeholder Relationship Committee. The Committee comprise of following Directors:

S. No.	Name	Status	Designation
1.	Mr. R.P Punj	Non-executive Promoter Director	Chairman
2.	Gaurav Punj	Executive Promoter Director	Member
3.	Mr.Arun Krishna Srivastava	Non-executive non-Promoter Director	Member

The Stakeholder Relationship Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, rematerialization, dematerialization of shares and transfer of shares of the Company.

The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

#### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain independence of the Board, and separate its function of governance and management. As on March 31, 2016, the Board consists of six members, one of whom is executive director, three are non-executive independent directors and rest two are non-executive non independent Director.

#### Vigil Mechanism

Presently, there is no employee in the company. Hence, the Vigil Mechanism which also incorporates a whistle blower policy in terms of the Listing Agreement, including an Ethics & Compliance Task Force comprising senior executives of the Company is not yet posted by the Company on its website. However, the Company shall comply the same on revival of its operations.

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

The Company has not given any loan, made investment and provided security in terms of section 186 of the Companies Act, 2013.

## LLOYD ROCKFIBRES LIMITED

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

#### CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

##### (A) Conservation of energy:

- (i) Steps taken or impart on conservation of energy: **-No such steps were required**
- (ii) Steps taken by the company for utilizing alternate sources of energy: **-No such steps were required**
- (iii) Capital Investment on energy conservation equipments: **-No such steps were required**

##### (B) Technology absorption

- (I) Efforts made towards technology absorption:- **No such steps were required**
- (II) Benefit derived:- **NA**
- (III) In case of imported technology- **N.A.**
  - a) The detail of technology imported
  - b) The year of import
  - c) Whether the technology been fully absorbed
  - d) If not fully absorbed areas where absorption has not been taken place, and the reasons thereof
- (IV) Expenses incurred on R & D: **NIL**

#### FOREIGN EXCHANGE EARNINGS AND OUTGO

(Amount in Rs.)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Foreign Exchange Outgo	Nil	Nil
Foreign Exchange Earning	Nil	Nil

#### DEPOSIT

Your Company has neither accepted nor any fixed deposits outstanding as on the Balance Sheet date.

#### EXTRACT OF ANNUAL RETURN

Extract of Annual Return in Form No. MGT – 9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure IV and forms an integral part of this Report.

#### PARTICULARS OF EMPLOYEES

The statement containing particulars of employees as required under section 197(12) of the Companies At, 2013 read with rule 5 of the Companies (Appointment of Managerial Personnel) Rules, 2014 and forms part of this Report. In terms of Section 136(1) of the Companies Act, 2013, the Report and the Accounts are being sent to the Members excluding the aforesaid Annexure. Any Member interested in obtaining a copy of the Annexure may write to the Company Secretary at the Registered Office of the Company.

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Non Executive directors :	Ratio to median remuneration
Mr. RP Punj	N.A.
<b>Mr. Arun K Srivastava</b>	N.A.
Mr. Anil C Sharma	N.A.
Mr. Vijay Kumar Sharma	N.A.
Mr. B.D. Malliah	N.A.

**NO REMUNERATION WAS PAID TO ANY DIRECTOR DURING THE FINANCIAL YEAR 2015-2016**