



Lloyds Metals and Energy Limited

*42nd
Annual Report
2018 - 19*

Lloyds Metals and Energy Limited

Corporate Information

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Mukesh Gupta (DIN: 00028347)	<i>Chairman</i>
Mr. Babulal Agarwal (DIN: 00029389)	<i>Managing Director</i>
Mr. Rajesh Gupta (DIN: 00028379)	<i>Non-executive Director</i>
Mr. Shantanu Mohapatra (DIN: 00176836)	<i>Independent Director</i>
Mr. Devidas Kambale (DIN: 01569430)	<i>Independent Director</i>
Mr. Jagannath Dange (DIN: 00020656)	<i>Independent Director</i>
Mrs. Bhagyam Ramani (DIN: 00107097)	<i>Independent Director</i>
Dr. Balram Singh (DIN: 02843001)	<i>Independent Director</i>

Chief Financial Officer

Mr. Riyaz Shaikh

Company Secretary

Mr. Nitesh Tanwar

Statutory Auditor

M/s VSS & Associates
306, Dalamal Chambers,
Behind Aayakar Bhawan,
Sir Vithaldas Thackersey
Road, New Marine Lines,
Mumbai- 400 020

Secretarial Auditor

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

Cost Auditor

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

Internal Auditor

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

CORPORATE IDENTIFICATION NUMBER

CIN: L40300MH1977PLC019594

BANKERS

Bank of India
Union Bank of India
Punjab & Maharashtra Co-operative Bank Limited
Kotak Mahindra Bank Limited
Citizencredit Co-operative Bank Limited

REGISTERED OFFICE & WORKS

SPONGE IRON & POWER PLANT

Plot No. A 1-2, MIDC Area, Ghugus,
Dist. Chandrapur – 442505, Maharashtra

CORPORATE OFFICE

Trade World, 'C' Wing, 16th Floor,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013.
Tel : 022 – 6291 8111 Fax : 022 - 6291 8260
E-Mail: investor@lloyds.in

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai - 400059,
Phone : 022 - 6263 8200
Fax : 022 - 6263 8299
E-Mail : investor@bigshareonline.com

CONTENTS	PAGE NO.
Notice	03
Directors' Report	14
Corporate Governance Report	38
Auditors' Report	52
Balance Sheet	57
Profit & Loss Account	58
Cash Flow Statement	59
Note to Financial Statements	61
Proxy Form	85

42nd Annual General Meeting

Date: 24th July, 2019 Time: 12.30 PM

Venue

Registered Office:
Plot No. A 1-2, MIDC Area, Ghugus, Dist.
Chandrapur – 442505, Maharashtra

NOTICE

NOTICE is hereby given that the **Forty-Second (42nd) Annual General Meeting ("AGM")** of the Members of the **Lloyds Metals and Energy Limited** will be held on **Wednesday, 24th July, 2019, 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 Standalone Financial Statements of the Company for the year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mukesh Gupta (DIN: 00028347), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of Re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W) as the Statutory Auditors of the Company.**

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

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof, for the time being in force) and pursuant to the resolution passed by the Members at the Fortieth (40th) Annual General Meeting held on 19th September 2017, the Company hereby ratifies the re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W), as the Statutory Auditors of the Company to hold office from the conclusion of this Forty-Second (42nd) Annual General Meeting till the conclusion of the Forty Third (43rd) Annual General Meeting of the Company to be held in the year 2020, at such remuneration plus applicable tax ('GST') thereon and reimbursement of out of pocket and travelling expenses, if any, as approved and recommended by the Board of Directors based on the recommendation of the Audit Committee of the Company."

SPECIAL BUSINESS:

4. **Ratification of Remuneration of Cost Auditors of the Company.**

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 148 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 amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Manisha & Associates, Cost Accountants having Firm Registration Number 000321, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020, amounting to ₹ 30,000 (Rupees Thirty Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) be ratified.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. **Re-appointment of Mr. Jagannath Dange as an Independent Non-Executive Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th April, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Jagannath Dange (DIN: 01569430) whose current period of office is expiring on 29th July, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 30th July, 2019 to 29th July, 2024."

LLOYDS METALS AND ENERGY LIMITED

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. **Re-appointment of Mr. Devidas Kambale as an Independent Non-Executive Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th April, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Devidas Kambale (DIN: 00020656) whose current period of office is expiring on 29th July, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 30th July, 2019 to 29th July, 2024.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. **Re-appointment of Dr. Balram Singh as an Independent Non-Executive Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval

of the Board of Directors in their respective meetings held on 25th April, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Balram Singh (DIN: 02843001) whose current period of office is expiring on 28th December, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 29th December, 2019 to 28th December, 2024.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), Dr. Balram Singh on attaining the age of 75 (seventy five) years on 01st January, 2020 during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

8. **Re-appointment of Mrs. Bhagyam Ramani as an Independent Non-Executive Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th April, 2019 and pursuant to the provisions

of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Bhagyam Ramani (DIN: 00107097) whose current period of office is expiring on 28th December, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 29th December, 2019 to 28th December, 2024."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

9. Continuation of existing term of Mr. Shantanu Mohapatra, Independent Director of the Company upto 28th December, 2019.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for continuation of the existing term of Mr. Shantanu Mohapatra (DIN: 00176836), who has attained the age of seventy five years, as the Non-Executive Independent Director of the Company upto 28th December, 2019."

**By Order of the Board
For Lloyds Metals and Energy Limited**

**Sd/-
Nitesh Tanwar
Company Secretary
ACS-28498**

**Date: 25th April, 2019
Place: Mumbai**

NOTES:

- 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/proxies need not be a member of the Company.**
- 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.**
- 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.**
- 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 authorized by it.**
- 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.**
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 17th July, 2019 to Wednesday, 24th July, 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.**
- The information regarding the Directors 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.**
- 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.**
- 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.**

LLOYDS METALS AND ENERGY LIMITED

10. 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.
11. 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. 19.
12. 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.
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. Shareholder's of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 21st June, 2019 will receive Annual Report for the financial year 2018-19.
16. 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.
17. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.
18. 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.
19. **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. **17th July, 2019**.
 - 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. **17th July, 2019** 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 Exchanges.
 - 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. **24th July, 2019**.

- 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 20th July, 2019 at 09.00 a.m. (IST) and ends on 23rd July, 2019 at 5.00 p.m. (IST) During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th July, 2019 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 during the voting period.
- iii) Click on "Shareholders" tab.
- 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 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.

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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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).

- 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 Resolutions 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.

LLOYDS METALS AND ENERGY LIMITED

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.

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.

20. The route map of the venue of the 42nd Annual General Meeting is given in this Annual Report.
21. The shareholder needs to furnish the printed attendance slip along with a valid identity proof to enter the Annual General Meeting.

**By Order of the Board
For Lloyds Metals and Energy Limited**

**Sd/-
Nitesh Tanwar
Company Secretary
ACS-28498**

Date: 25th April, 2019

Place: Mumbai

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. 4

Ratification of Remuneration of Cost Auditors of the Company

The Board on recommendations of the Audit Committee in their meeting held on 25th April, 2019 has approved the re-appointment of M/s. Manisha & Associates, Cost Accountants as Cost Auditor to conduct the Cost Audit of the Company for the Financial year 2019-20 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Cost Auditor.

In accordance with the provisions of section 148 of the act read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the Shareholders of the Company.

Accordingly, consent of the member is sought for passing the Ordinary Resolutions as set out at item No. 4 of the Notice for appointment and ratification of remuneration payable to the cost auditors for the financial year ending 31st March, 2020.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions as set out at item No. 4 of the Notice except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolutions set out at the item no. 4 of the Notice for member's approval of the Company.

Item No. 5

Re-appointment of Mr. Jagannath Dange (DIN 01569430) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Mr. Jagannath Dange was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 29th July, 2019 at the 37th Annual General Meeting held on 30th July, 2014. Since, Mr. Jagannath Dange will complete his initial term as an Independent Director of the Company on 29th July, 2019, he is eligible for re-appointment for one more term.

Mr. Jagannath Dange aged 67 years and resident of Mumbai is Commerce and Law Graduate, and has done post graduation in Business Administration Development from Nagpur University, Pune University and Bath University from U.K.

He commenced his career as IAS officer in 1973 in Maharashtra Cadre. He has served for more than 38 years in different positions including districts, Govt. of Maharashtra and Govt. of India and gained hands-on experience for the management of Govt. organizations, Public Sector undertakings and NGOs. During his tenure, he worked in various positions from Sub-divisional Magistrate to Chief Secretary of the Govt. of Maharashtra which has enabled him to acquire appropriate skills in co-ordinating with Governments and multiple agencies at the Districts, States and Central Govt. level. He has also handled various judicial and quasi-judicial matters in various positions held by him. He along with other subjects handled the work of various depts. concerned with infrastructure and social sector including poverty alleviation and employment generation programmes for the entire state and for the entire country.

The Company has received a declaration from Mr. Jagannath Dange, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Jagannath Dange confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Jagannath Dange is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Jagannath Dange to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mr. Jagannath Dange setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 05.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered and Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting

The Board after taking into consideration his skills, rich experience, knowledge, contribution, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Jagannath Dange as an Independent Director of the Company.

Except Mr. Jagannath Dange, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 6

Re-appointment of Mr. Devidas Kambale (DIN 00020656) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Mr. Devidas Kambale was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 29th July, 2019 at the 37th Annual General Meeting held on 30th July, 2014. Since, Mr. Devidas Kambale will complete his initial term as an Independent Director of the Company on 29th July, 2019, he is eligible for re-appointment for one more term.

Mr. Devidas Kambale aged 67 years and resident of Mumbai is M.Com, CAIIB and MFM and has worked with IDBI as Manager and Chief General Manager. During his long period of service, he worked in all the Operational Departments like Project Appraisal, Corporate Finance and Rehabilitation and also headed Corporate Debt Restructuring Cell (CDR). He was involved in appraisal of various Green Projects including projects like Binani Cement Ltd. and Neelachal Ispat Ltd. He has also rich exposure in the areas like Project Monitoring & follow up, Recovery, CDR, Priority Sector Dept, and also represented IDBI on the Board of the various companies like Balrampur Chini, S. Kumars Nationwide, SJK Steel Co. Ltd, Kumar Metallurgical, Sanghi Industries Ltd, Ashok Papers, Gayatri Sugars.

The Company has received a declaration from Mr. Devidas Kambale, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Devidas Kambale confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Devidas Kambale is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Devidas Kambale to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mr. Devidas Kambale setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 05.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered and Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

The Board after taking into consideration his rich experience, knowledge, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Devidas Kambale as an Independent Director of the Company.

Except Mr. Devidas Kambale, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 7

Re-appointment of Dr. Balram Singh (DIN 02843001) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Dr. Balram Singh was appointed as an Independent

LLOYDS METALS AND ENERGY LIMITED

Director of the Company for a period of 5 (five) consecutive years for a term upto 28th December, 2019 through Postal Ballot, the result of which was declared on 29th December, 2014. Since, Dr. Balram Singh will complete his initial term as an Independent Director of the Company on 28th December, 2019, he is eligible for re-appointment for one more term.

Dr. Balram Singh is M.Com; Gold Medalist from Banaras Hindu University (B.H.U.). He did Masters in Business Administration (Specialization in HRD & Corporate Strategy) from University of Leeds, UK and Ph.D in Corporate Planning from B.H.U. His main areas of strength are Organizational Designing and Restructuring, Manpower Planning, HR system development and implementation, Performance Management System – Design and Implementation, Recruitment of Top and Senior Management Cadre, Corporate strategy formulation, Turnaround strategy – Formulation and implementation, SWOT analysis –Corporate Appraisal, Team Building & Team Working and Management Systems Development. He is also winner of many prestigious awards such as Gold medal in post graduation, Fellowship of Indian Society for Training & Development, National President - Indian Society for Training & Development, Golden Peacock National training Award etc. During his tenure, he has handled many assignments and visited distinguished management schools abroad. He has vast experience of more than 48 years at senior levels in various companies / institutes such as B.H.U., Varanasi, University of Jodhpur, Rajasthan, RCF Ltd., Ispat Group, Reliance Group, Lloyds Steel Industries Ltd., etc.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Dr. Balram Singh will attain the age of 75 years on 01st January, 2020 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

The Company has received a declaration from Dr. Balram Singh, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Dr. Balram Singh confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Dr. Balram Singh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Dr. Balram Singh to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Dr. Balram Singh setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 05.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered and Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

The Board after taking into consideration his rich experience, knowledge, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Dr. Balram Singh as an Independent Director of the Company.

Except Dr. Balram Singh, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 8

Re-appointment of Mrs. Bhagyam Ramani (DIN 00107097) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Mrs. Bhagyam Ramani was appointed as an Independent Woman Director of the Company for a period of 5 (five) consecutive years for a term upto 28th December, 2019 through Postal Ballot the result of which was declared on 29th December, 2014. Since, Mrs. Bhagyam Ramani will complete her initial term as an Independent Director of the Company on 28th December, 2019, she is eligible for re-appointment for one more term.

She is post graduate in Economics (Hons) from Bombay University with specialization in Industrial & Monetary Economics and was Ex –Director & GM of General Insurance Corporation of India (GICRe). She commenced her career in General Insurance Corporation of India, a Government of India Undertaking, as a direct recruit Officer and worked in various capacities with the company before assuming the office of General Manager. As a General Manager, she was in charge of finance and accounts department of the corporation. She also has expertise in Treasury & Corporate Credit. She was elevated to the position of Director on the Board of GIC – Re in 2009 which she held until her retirement. During her tenure, she was Nominee of GIC – Re on various boards and committees of the companies like Larsen & Toubro