



# **Lloyds Metals and Energy Limited**



**40<sup>th</sup> Annual Report**  
**2016 - 17**



## LLOYDS METALS AND ENERGY LIMITED

# Lloyds Metals and Energy Limited

CIN: L40300MH1977PLC019594

### Corporate Information

#### BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNAL

Mr. Mukesh R. Gupta (DIN:00028347)	<i>Chairman</i>
Mr. Babulal Agarwal (DIN:00029389)	<i>Managing Director</i>
Mr. Rajesh R. 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. B. R. Singh (DIN:02843001)	<i>Independent Director</i>

#### Chief Financial Officer

Mr. Riyaz Shaikh

#### Statutory Auditor

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

#### Secretarial Auditor

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

#### Company Secretary

Mr. Nitesh Tanwar

#### Cost Auditor

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

#### Internal Auditor

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

#### CORPORATE IDENTIFICATION NUMBER

L40300MH1977PLC019594

#### BANKERS

Bank of India

Union Bank of India

Punjab and Maharashtra Co-operative Bank Ltd.

Kotak Mahindra Bank Ltd.

#### REGISTERED OFFICE & WORKS

##### SPONGE IRON & POWER PLANT

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

#### CORPORATE OFFICE

Trade World, 'C' Wing, 16<sup>th</sup> Floor,  
Kamala City, Senapati Bapat Marg,  
Lower Parel (West), Mumbai – 400 013.

Tel : 022 – 3041 8111

E-Mail: [investor@lloyds.in](mailto:investor@lloyds.in)

#### REGISTRAR & SHARE TRANSFER AGENT

##### BIGSHARE SERVICES PRIVATE LIMITED

1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant  
Oasis, Makwana Road, Marol, Andheri (E),  
Mumbai - 400059,

Phone : 022 - 4043 0200

Fax : 022 - 2847 5207

E-Mail : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

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#### 40<sup>th</sup> Annual General Meeting

Date : 19<sup>th</sup> September, 2017 Time : 12.30 P.M.

##### Venue

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

## NOTICE

**NOTICE** is hereby given that the 40<sup>th</sup> Annual General Meeting ("AGM") of the Members of the **Lloyds Metals and Energy Limited** (CIN: L40300MH1977PLC019594) will be held on **Tuesday, 19<sup>th</sup> September, 2017 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 Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 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 R. Gupta (DIN: 00028347), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. VSS & Associates, Chartered Accountants, (Firm Registration No. 105787W), as Statutory Auditors of the Company in place of M/s. Tadarwal & Tadarwal, Chartered Accountants (Firm registration No. 111009W), the retiring Statutory Auditors.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s VSS & Associates, Chartered Accountants (Firm Registration No. 105787W), be and is hereby appointed as Statutory Auditor of the Company, in place of M/s Tadarwal & Tadarwal, Chartered Accountants (Firm Registration No. 111009W), the retiring Statutory Auditor, to hold office for a term of five years from the conclusion of this 40<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of the 45<sup>th</sup> Annual General Meeting of the Company to be held in 2022, subject to ratification of their appointment by the Members at every year Annual General Meeting till the 45<sup>th</sup> Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor."

### SPECIAL BUSINESS:

4. **Reappoint M/s Manisha & Associates, Cost Accountants (Firm Registration No. 000321) as Cost Auditors for the Financial Year 2017-18 including their remuneration.**

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 all other applicable provisions 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 M/s. Manisha Associates –Cost Accountants (firm Registration No. 000321) as a Cost auditor appointed by the Board of

Directors of the Company, to conduct the audit of the Cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2018 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Cost Auditor.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this Resolution."

5. **Revision In Terms of Remuneration of Mr. Babulal Agarwal, Managing Director of The Company w.e.f 1<sup>st</sup> April, 2017 to 31<sup>st</sup> December, 2017.**

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

**"RESOLVED THAT** in partial modification of the resolution passed by the members at the 37<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> July, 2014 for the appointment of Mr. Babulal Agarwal as the Managing Director of the Company and the terms of remuneration payable to him and the provisions of section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other consents and permission as may be necessary, the consent of the Members be and is hereby accorded for revision in remuneration of Mr. Babulal Agarwal [DIN: 00029389], Managing Director of the Company w.e.f 1<sup>st</sup> April, 2017 to be paid as under including salary, allowances and perquisites for the remainder period of his tenure i.e upto 31<sup>st</sup> December, 2017 within the maximum ceiling limit prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time and in force unless approval from Central Government is obtained to pay in excess of the limits prescribed.

### **Details of remuneration:-**

a) Basic Salary	:	₹ 1,00,000 p.m
b) House Rent Allowance	:	₹ 65,000 p.m
c) Conveyance	:	₹ 50,000 p.m
d) Transport Allowance	:	₹ 9,670 p.m
e) General Allowance	:	₹ 65,000 p.m
f) Special Allowance	:	₹ 65,000 p.m
g) LTA	:	₹ 25,000 p.m
h) Medical Allowance	:	₹ 25,000 p.m
i) Perquisites	:	₹ 1,25,000 p.m
j) Employer Contribution to PF	:	₹ 12,000 p.m
<b>Total</b>	<b>:</b>	<b>₹ 5,41,670 p.m</b>

**RESOLVED FURTHER THAT** Mr. Babulal Agarwal, Managing Director shall also be eligible for the following which shall not be included in the computation of the ceiling on remuneration:

# LLOYDS METALS AND ENERGY LIMITED

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the income tax Act, 1961;
- b) Gratuity payable at rate not exceeding half a month's salary for each completed year of service, and
- c) One Month's leave with full salary for every 11 months and Encashment of leave as per Company Rules.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

## 6. Reappointment of Mr. Babulal Agarwal as a Managing Director of The Company for the Further Periods of 5 Years.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company; and as recommended by the Nomination and Remuneration Committee of the Board and subject to such other approval(s), permission(s) and sanction(s), as may be required, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Babulal Agarwal [DIN: 00029389], as Managing Director of the Company for a further period of 5 years with effect from January 01, 2018 to December 31, 2022, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), as detailed herein in below within the maximum ceiling limit prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time and in force unless approval from Central Government is obtained to pay in excess of the limits prescribed.:

### Details of remuneration:-

a) Basic Salary	:	₹ 1,00,000 p.m
b) House Rent Allowance	:	₹ 65,000 p.m
c) Conveyance	:	₹ 50,000 p.m
d) Transport Allowance	:	₹ 9,670 p.m
e) General Allowance	:	₹ 65,000 p.m
f) Special Allowance	:	₹ 65,000 p.m
g) LTA	:	₹ 25,000 p.m
h) Medical Allowance	:	₹ 25,000 p.m
i) Perquisites	:	₹ 1,25,000 p.m
j) Employer Contribution to PF	:	₹ 12,000 p.m
<b>Total</b>	:	<b>₹ 5,41,670 p.m</b>

**RESOLVED FURTHER THAT** Mr. Babulal Agarwal, Managing Director shall also be eligible for the following which shall not be included in the computation of the ceiling on remuneration:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the income tax Act, 1961;
2. Gratuity payable at rate not exceeding half a month's salary for each completed year of service, and
3. One Month's leave with full salary for every 11 months and Encashment of leave as per Company Rules.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to grant increment or vary perquisites from time to time during the tenure of the Managing Director so however that the aggregate of the remuneration and perquisites shall not exceed the maximum ceiling specified in schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

## 7. Approval of Employee Stock Options Plan ("LLOYDS ESOP – 2017") and grant of Employee Stock Options to the employees of the Company through trust.

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the 'Lloyds Metals and Energy Limited Employee Stock Options Plan- 2017' (hereinafter referred to as the "**LLOYDS ESOP – 2017**") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration /Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options ("Options"), through trust to the eligible employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly not more than 5% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board or Nomination and Remuneration Committee of the Board under the Plan, exercisable into not more than 5% of the fully paid-up Equity Shares in the Company in aggregate, of face value of ₹ 1/- each, directly by the Company and

at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board or Nomination and Remuneration Committee from time to time in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

**RESOLVED FURTHER THAT** pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to the Board to implement the “**LLOYDS ESOP – 2017**” through the “**LMEL EMPLOYEES TRUST – 2017**”.

**RESOLVED FURTHER THAT** the “**LMEL EMPLOYEES TRUST – 2017**” be and is hereby authorized to:-

- a. administer, implement and superintend the “**LLOYDS ESOP – 2017**”;
- b. determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of Shares from time to time;
- c. formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of Shares to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or, plan from time to time;
- d. do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorized representative of the Company; and
- e. Settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** approval be and is hereby given to affix Common Seal of the Company on the Trust Deed and any other documents which is required in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of Options from time to time in accordance with the “**LLOYDS ESOP – 2017**” and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the number of Employee Stock Options that may be granted to any eligible employees of the Company, in any financial year and in aggregate under the “**LLOYDS ESOP – 2017**” shall be lesser than 5% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organization, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re.1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the “**LLOYDS ESOP – 2017**” subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the “**LLOYDS ESOP – 2017**” and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the “**LLOYDS ESOP – 2017**”.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the “**LLOYDS ESOP – 2017**” on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of “**LLOYDS ESOP – 2017**” as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

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

**Date: 07<sup>th</sup> August, 2017  
Place: Mumbai**

**Nitesh Tanwar  
Company Secretary  
ACS - 28498**

# LLOYDS METALS AND ENERGY LIMITED

## NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy/proxies need not be a member of the Company.**
2. **The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 12<sup>th</sup> September, 2016 to Tuesday, 19<sup>th</sup> September, 2017 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
7. The information regarding the Director who is proposed to be re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
8. 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.
9. 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.
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](http://www.lloyds.in)
15. During the period shareholders of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date (Record date) i.e. 11<sup>th</sup> August, 2017 will receive Annual Report 2017.
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., 1<sup>st</sup> 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. **12<sup>th</sup> September, 2017**.
- 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. 12<sup>th</sup> September, 2017 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](http://www.lloyds.in). The results shall simultaneously be communicated to the Stock Exchange.
- i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **19<sup>th</sup> September, 2017**.
- 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 16<sup>th</sup> September, 2017 at 9.00 a.m. and ends on 18<sup>th</sup> September, 2017 at 5.00 p.m. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12<sup>th</sup> September, 2017 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the E-Voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iv) Click on "Shareholders" tab.
- v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- viii) If you are first time user follow the steps given below:

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

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- ix) After entering these details appropriately, click on **"SUBMIT"** tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for **"LLOYDS METALS AND ENERGY LIMITED"** on which you choose to vote.
- xiii) 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.
- iv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- xviii) 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](http://www.evotingindia.com) under help section or write an E-Mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

20. The route map of the venue of the 40<sup>th</sup> Annual General Meeting is appended to this Notice.
21. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the following information is furnished in respect of Director seeking reappointment.

## Details of Director seeking re-appointment

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

<b>Name of Director</b>	Mukesh R. Gupta
<b>DIN</b>	00028347
<b>Age</b>	59 years
<b>Date of first appointment on the Board</b>	21 <sup>st</sup> November, 1991
<b>A Brief Resume of the Director &amp; Nature of his Expertise in Specific Functional Areas;</b>	He is commerce graduate and a successful industrialist having vast knowledge and rich experience of over 29 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, the Company and Uttam Value Steels Ltd. (Formerly Lloyds Steel Industries Ltd.) implemented several projects in Steel Sector, including power plant. He is Founder Board Member of Lloyds Group.
<b>Disclosure of Relationships Between Directors Inter-Se;</b>	Mr. Babulal Agarwal is maternal uncle of Mr. Mukesh R. Gupta and Mr. Rajesh R. Gupta and Mr. Rajesh R. Gupta and Mr. Mukesh R. Gupta are brothers.
<b>Names of Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board</b>	<b>Directorship</b> 1. Lloyds Metals and Energy Limited <b>\$ Membership of Committees-2</b>
<b>No. of Shares held in the Company</b>	57,07,300 shares
<b>No. of Board meetings attended during last Financial Year</b>	4 (Four)
<b>Terms and conditions of appointment</b>	Non-Executive Director (Non-Independent), liable to retire by rotation.

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

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

**Date : 07<sup>th</sup> August, 2017**  
**Place : Mumbai**

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



**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**

The Board on recommendations of the Audit Committee in their meeting held on 12<sup>th</sup> April, 2017 has approved the re-appointment of M/s. Manish & Associates, Cost Accountants as Cost Auditor to conduct the Cost Audit of the Company for the Financial year 2017-18 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 31<sup>st</sup> March, 2018.

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:**

The Board of Directors of the Company at its meeting held on 19<sup>th</sup> January, 2017 proposed to seek the approval of members by way of special resolution for the revised remuneration payable to Mr. Babulal Agarwal with effect from 1<sup>st</sup> April, 2017, for remainder period of his tenure i.e upto 31<sup>st</sup> December, 2017, in terms of applicable provisions of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee.

The details as required under Schedule V to the Companies Act, 2013 is provided in Item No. 6 of the Notice under the heading **"DISCLOSURES AS PER SUB CLAUSE (iv) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE ACT"**

Except Mr. Babulal Agarwal, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolutions set out at the item no. 5 of the Notice for member's approval of the Company.

**Item No. 6:**

Mr. Babulal Agarwal was appointed by the Shareholders in the Annual general meeting held on 30<sup>th</sup> July, 2014 as Managing Director of the Company for a period of three years i.e. from 1<sup>st</sup> January, 2015 to 31<sup>st</sup> December, 2017. His term as Managing Director of the Company will expire on 31<sup>st</sup> December, 2017.

Keeping in view that Mr. Babulal Agarwal has rich and varied experience in the Industry and has been involved in the operations of the Company over a period of time, it is

proposed to re-appoint him for further period of five years from 1<sup>st</sup> January, 2018 to 31<sup>st</sup> December, 2022. The re-appointment of Mr. Babulal Agarwal (DIN: 00029389) as the Managing Director of the Company shall require the approval of the shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), the approvals of the Central Government and other authorities, if so required. The proposed re-appointment of and payment of remuneration to Mr. Babulal Agarwal (DIN: 00029389) as the Managing Director has been considered and recommended by the Nomination and Remuneration Committee at its meetings held on 19<sup>th</sup> January, 2017.

The remuneration and terms of re-appointment are set out below:

**Details of remuneration:-**

a) Basic Salary	:	₹ 1,00,000 p.m.
b) House Rent Allowance	:	₹ 65,000 p.m.
c) Conveyance	:	₹ 50,000 p.m.
d) Transport Allowance	:	₹ 9,670 p.m.
e) General Allowance	:	₹ 65,000 p.m.
f) Special Allowance	:	₹ 65,000 p.m.
g) LTA	:	₹ 25,000 p.m.
h) Medical Allowance	:	₹ 25,000 p.m.
i) Perquisites	:	₹ 1,25,000 p.m.
j) Employer Contribution to PF	:	₹ 12,000 p.m.
<b>Total</b>	:	<b>₹ 5,41,670 p.m.</b>

**In addition to this Mr. Babulal Agarwal is also eligible for:-**

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the income tax Act, 1961
2. Gratuity payable at rate not exceeding half a month's salary for each completed year of service, and
3. One Month's leave with full salary for every 11 months and Encashment of leave as per Company Rules.

**General Conditions :**

1. The Managing Director will perform his Duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
2. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
3. The Managing Director shall adhere to the Company's code of conduct.

# LLOYDS METALS AND ENERGY LIMITED

Mr. Babulal Agarwal satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013, for his re-appointment. He is not disqualified for being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Babulal Agarwal under section 190 of the Companies Act, 2013.

As per Audited Financial Statements of the Company for the Financial Year 2016-17, the Company has inadequate profit, therefore, pursuant to the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to Managing Director should be in accordance with the provisions of Schedule V of the Act.

## DISCLOSURES AS PER SUB CLAUSE (iv) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE ACT:

### I. General Information:

1.	Nature of industry	Manufacturing of Sponge Iron & Power	
2.	Date or expected date of commencement of commercial production	The Company has commenced it's production activities since 1977.	
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial performance based on given indicators	Financial Year 2016-17 (₹ in Lakhs)	Financial Year 2015-16 (₹ in Lakhs)
	Total Income	41,950.00	39,098.19
	Profit/ (Loss) before tax	602.02	72.12
	Net profit after Taxation	602.02	72.12
5.	Foreign investments or collaborations, if any.	Not Applicable	

### II. Information about Mr. Babulal Agrawal:

1. Background Details	B.Com. and LL.B., having more than 48 years of experience in steel and power industry, has implemented several projects of Company. He was appointed as director prior to 1987 and designated as managing Director since 1995.
2. Past Remuneration	Salary– ₹1,00,000/- per month, HRA@ 60 % of basic salary and Other allowances – ₹40,000/- per month
3. Recognition or Awards	-

4. Job Profile and it's Suitability	At present, Managing Director of the Company. He was appointed as director prior to 1987 and designated as managing Director since 1995. He is responsible for day to day affairs of the Company.
5. Remuneration proposed	₹ 65,00,040 Per Annum
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is reasonable as compared to size of the Company, profile and position of the person as well as with respect to the industry.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	He is a promoter director. He has no other pecuniary relationship with Company except remuneration and not related with managerial personnel.

### III. Other Information's:

Reasons of loss or inadequate profits	High Input Costs, Lower realizations, Adverse market conditions and Inadequate working capital
Steps taken or proposed to be taken for improvement	Reduction in cost of production Obtaining working capital facilities
Expected increase in productivity and profits in measurable terms.	The Company is expecting to improve the productivity and to earn the profits in the nearest future.

Profile of Mr. Babulal Agarwal is given in this notice. The Board considers that his reappointment would be of immense benefit to the Company. Accordingly the Board of Directors recommends his re-appointment.

Except Mr. Babulal Agarwal, being appointee, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolutions set out at the item no. 6 of the Notice for member's approval of the Company.

### Item No. 7:

Stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

The Board, therefore, proposes to introduce, formulate and create "LLOYDS ESOP – 2017". Grant of stock options under "LLOYDS ESOP – 2017" shall be as per the terms and conditions as may be decided by "Nomination and Remuneration Committee" from time to time in accordance with the Applicable Laws.