

LLOYD ROCKFIBRES LIMITED

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Lloyd Rockfibres Limited will be held on Saturday, 19th day of March, 2016 at 11.30 A.M. at the registered office of the Company situated at Plot No.2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** M/s Dubey & Co, Chartered Accountants (Firm Registration No. OO7515N), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and Board of Directors, be and are hereby authorized to fix their remuneration”.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 196, 203 and any other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013 and Rule 3 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 or any other statutory amendment or re-enactment thereof for the time being in force, the appointment of Mr. Gaurav Punj as Managing Director of the Company without any remuneration w.e.f. 30th March, 2015 as made by the Board in its meeting held on 30th March, 2015 as per recommendation made by meeting of Nomination and Remuneration Committee be and is hereby confirmed, approved and ratified.”
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Vijay Kumar Sharma (DIN: 05305970), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company w.e.f. March 19, 2016 to hold office for 5 (Five) consecutive years for a term up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2020.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder, Mr. Arun Krishna Srivastava who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 10th November, 2015 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the company, whose period of office shall be liable to determination by retirement of director by rotation.”

By Order of the Board of Directors
For Lloyd Rockfibres Limited

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

Date : February 11, 2016

Place: New Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM (MGT-11) IS ENCLOSED.**
2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Additional information Pursuant to Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of all Directors seeking appointment/ reappointment as mentioned under items nos. 3, 4 and 5 contained in the notice of Annual General Meeting is provided hereunder. The said Directors have furnished necessary consents/

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declarations for their appointment. Further, all the Independent Directors have affirmed that they meet the requirements specified under Regulation 16(1)(b) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of their position as an "Independent Director" of the Company.

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

| | | |
|--|---|---|
| Name of Director | Mr. Vijay Kumar Sharma | Mr. Gaurav Punj |
| Date of Birth | 06-01-1965 | 22-12-1969 |
| Date of Appointment | 09-02-2015 | 30-03-2015 |
| Expertise in specific functional area | 13 years vast experience of administration in corporate sector and 20 years experience as Police Sargent in Indian Air Force. | Expertise in the field of Marketing and execution of insulation contracts, total experience of 25 years in this field. |
| Qualification | BA | BBA from USA |
| No of equity shares held in the Company | NIL | 213021 |
| List of other Companies in which directorships are held (excluding Foreign Companies & Section 8 Companies) | 1. Dayagen Private Limited 2. Lapinus Rockwool Pvt. Ltd | 1. Lloyd Projects Private Limited 2. Ravishivam Investments Private Limited 3. Sumaya Investments Private Limited 4. Fibreglas Pvt. Ltd. 5. Pushpanjali Holdings Private Limited 6. Radita Investments Private Limited 7. Super Urethane Product Private Limited 8. Lloyd Rockwool Private Limited 9. PIBCO Limited 10. Lloyd Bitumen Products Private Limited |
| List of all committees of board of Directors (across all companies) in which Chairmanship/membership is held (includes only Audit Committee and Shareholders'/ Investors Grievance Committee | Member of Nomination and Remuneration committee of Lloyd Rockfibres Limited | Nil |
| Name of Director | Mr. Arun Krishna Shrivastava | |
| Date of Birth | 24-06-1960 | |
| Date of Appointment | 10-11-2015 | |
| Expertise in specific functional area | Having experience of more than 3 decades experience in Insulation Industry and holding various managerial and/or key managerial positions. | |
| Qualification | Engineer (Mech.) | |
| No of equity shares held in the Company | NIL | |
| List of other Companies in which directorships are held (excluding Foreign Companies & Section 8 Companies) | 1. Niam Holdings Private Limited 2. Punj Lloyd Engineering Private Limited 3. Punj Star Infotech Private Limited 4. Lloyd Tar Products Private Limited 5. Lloyd Thermal Construction & Engineering Private Limited 6. Jamshedpur Mineral Wool Manufacturing Company Private Limited 7. Govinda Realcon Private Limited 8. Jai Giriraj Land Developers Private Limited 9. Lapinus Rockwool Pvt. Ltd. 10. Cosmo Capital & Investment Pvt. Ltd. 11. Muller Investments Private Limited 12. Gauder Investments Private Limited 13. Gaunil Holdings Private Limited 14. Punj Star Industries Private Limited 15. INECO Engineering Limited | |
| List of all committees of board of Directors (across all companies) in which Chairmanship/membership is held (includes only Audit Committee and Shareholders'/ Investors Grievance Committee | Member of Investor Grievance committee of M/s. Lloyd Rockfibres Ltd. | |

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4. Members may note that the Notice of the Annual General Meeting and the Annual Report for 2014-15 will also be available at the Company's Registered Office at Kalkaji for inspection during normal business hours on working days. Even after registering for e-communication, members can obtain the said documents in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders can also post requests to the Company's investor email id: gpl3@vsnl.com.
5. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
7. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
8. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to the Company's Registrar & Share Transfer Agent quoting their registered folio number.
9. Members desirous of having any information regarding accounts are requested to send their queries at the registered office of the Company at least seven days before the date of the meeting so that the requisite information is made available at the meeting.
10. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically.

12. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 31(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 16th March 2016 and ends on 18th March 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th March 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (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.

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(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (In Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. Sequence number is printed on address label. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

(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 the relevant **LLOYD ROCKFIBRES 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.

(xiv) 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th March 2016 may follow the same instructions as mentioned above for e-Voting.

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In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

STATEMENT PURSUING 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. 3

The Board of Directors of the Company (the 'Board') at their meeting held on 30th March, 2015 has subject to the approval of members appointed Mr. Gaurav Punj (DIN:00822420) as Managing Director for a period of 3 (three) years with effect from 30th March 2015 without any remuneration.

His appointment as Managing Director and terms & conditions thereon has already been approved by the Nomination & Remuneration Committee in its meeting held on 30th March, 2015.

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

None of the directors and Key Managerial personnel of the Company except Mr. Gaurav Punj and Mr. Ravinder Prakash Punj are concerned or interested financially or otherwise in the resolution set out at Item No.3.

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

Information about the appointee is provided for in Notes to the Notice.

The Directors recommend the resolution for approval of the Shareholders.

ITEM NO. 4

Pursuant to Section 149, 161 (1) of the Companies Act 2013 and Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, the Board of Directors of the Company, appointed Mr. Vijay Kumar Sharma as an Additional Director of the Company with effect from 10th November, 2015. In terms of the provisions of said section Mr. Vijay Kumar Sharma would hold office up to the date of the ensuing Annual General Meeting.

As per the provisions of Sec 149 of the Act which has come in to force with effect from April 01, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of the company and is not liable to retire by rotation.

Mr. Vijay Kumar Sharma has given a declaration to the Board that he meets the criteria of independence as provided under Sec 149(6) of the Act. In the opinion of the Board, Mr. Vijay Kumar Sharma fulfills the conditions specified in the Act, and the Rules made there under for appointment of Independent Director and he is Independent of the management.

Mr. Vijay Kumar Sharma is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to Act as a Director.

In compliance with the provisions of Sec 149 read with Schedule IV of the Act, the appointment of Mr. Vijay Kumar Sharma as an Independent Director is now being placed before the members for their approval for a period of 5 years.

The terms and conditions of the appointment of Mr. Vijay Kumar Sharma pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during the normal business hours on any working day of the Company.

In the opinion of the Board, Mr. Vijay Kumar Sharma fulfills the conditions for his appointment as an Independent Director as specified SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

Mr. Vijay Kumar Sharma is a qualified Bachelor in Arts with 13 years of experience as administrator in corporate sector. He is associated with the Corporate Sector for approx.13 years.

Brief resume of Mr. Vijay Kumar Sharma, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, are provided in the Notice of AGM forming part of the Annual Report.

ITEM NO.5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Arun Krishna Srivastava as an Additional Director of the Company with effect from 10th November, 2015. In terms of the provisions of said section Mr. Arun Krishna Srivastava would hold office up to the date of the ensuing Annual General Meeting.

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

Copy of the letter of appointment of Mr. Arun Krishna Srivastava as Director setting out the terms and conditions is available for inspection by members at the Registered office of the Company.

By Order of the Board of Directors
For Lloyd Rockfibres Limited

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

Date : February 11, 2016
Place: New Delhi

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BOARD'S REPORT

Dear Members,

Your Directors are pleased to present their Report for the Financial Year ended March 31, 2015.

FINANCIAL SUMMARY OF THE COMPANY

(Audited)

| Particulars | (Rs. in lacs) | (Rs. in lacs) |
|----------------------------------|----------------|-----------------|
| | 2014-2015 | 2013-2014 |
| Gross Sales | 7.86 | 142.81 |
| Other Income | 6.12 | 28.27 |
| Total Revenue | 13.98 | 171.08 |
| Profit before Depreciation & Tax | (27.02) | (129.11) |
| Depreciation | 6.42 | 16.21 |
| Profit before Tax | (33.44) | (145.32) |
| Tax adjustment for Current year | Nil | Nil |
| Tax adjustment for Deferred Tax | (6.33) | (2.60) |
| Profit after Tax | (27.11) | (142.72) |

REVIEW OF OPERATIONS / STATEMENT OF AFFAIRS

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

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

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

CHANGE IN THE NATURE OF BUSINESS

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

DIVIDEND & RESERVES

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

SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2015 stood at 11.08 crore. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2015, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

LISTING

The Shares of the Company are listed at Bombay Stock Exchange and the listing fees has not been paid for the financial year 2014-15 and 2015-16. The Company received approval from BSE for listing of 13, 00,000/- equity shares during the year which were allotted to M/S. NGP Industries, one of the promoters during January 2007 pursuant to the revival scheme approved by BIFR.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement, is presented in a separate section forming part of the Annual Report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your company does not have any unlisted/listed subsidiary company or Joint Ventures or any Associate Companies. Therefore, Form AOC-1 is not attached as Annexure with this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- in the preparation of the annual accounts for the Financial year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

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- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the loss of the Company for the Financial year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The Corporate Governance Report with Auditor's certificate thereon pursuant to Clause 49 the Listing Agreement entered into with BSE are given in a separate section of this Annual Report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Therefore, Form AOC-2 is not attached as Annexure to this report.

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

RISK MANAGEMENT

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

As the company is non-operational since from September 2013, hence, the Policy on Risk Management shall be prepared by the company, as it revives its operation(s).

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

INTERNAL FINANCIAL CONTROLS

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The internal auditor was not appointed in the company for the financial year 2014-15, as the company is non-operational since September 2013.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Vijay Kumar Sharma was appointed as additional Directors w.e.f. 09/02/2015. His term is up to the conclusion of the forthcoming AGM. Your board has recommended that he be appointed as an Independent Director(s) as per Section 149 of the Companies Act, 2013. Your Board is of the opinion that he is capable of being appointed as Independent Director(s)

Mr. Surinder Nath Pandita ceased to be a Director from the Board w.e.f. 09/02/2015. The board places on record its appreciation for his valuable contribution.

Mrs. Preeti Tosh, resigned from the post of Company Secretary w.e.f. 26/05/2014.

Mr. Gaurav Punj has been appointed as Managing Director by the Board at it's meeting held on 30.03.2015 on the recommendation of Nomination and Remuneration Committee without any remuneration.

DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchange.

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FORMAL ANNUAL EVALUATION

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

AUDITORS

Statutory Auditors

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

There is no adverse qualification/remark in the Auditor's Report which needs to be examined except that:

- 1. THE ACCUMULATED LOSSES OF THE COMPANY AT THE YEAR-END ARE MORE THAN ITS NET WORTH. THE COMPANY HAS INCURRED CASH LOSSES OF RS. 2701917/- (PREVIOUS YEAR RS. 12910736/). THE COMPANY'S ACCUMULATED LOSSES AT THE END OF THE FINANCIAL YEAR ARE RS. 151,912,414/- (PREVIOUS YEAR RS. 149,201,236/-) IS CONTRARY TO THE FUNDAMENTAL ACCOUNTING ASSUMPTION OF 'GOING CONCERN' AND DEPENDENT ON THE COMPANY'S ABILITY TO INFUSE REQUISITE FUNDS AND RESUME NORMAL OPERATIONS. AN APPLICATION U/S 15 (1) OF SICA TO THE HON'BLE BIFR FOR REGISTRATION HAS BEEN DECLINED.**

MANAGEMENT REPLY:

Though there is no activity in the company but your Directors are continuously making all endeavors to revive the Company activities. The heavy amount of losses as pointed out by the auditor and subsequent erosion of capital is due to the circumstances beyond the control of management and the same has already been explained by the Board in its previous report and while obtaining approval for the sale of the assets. Considering the assumption of going concern, your company is continuing its operation in whatever way it can and trying to meet its all commitment(s)/obligations etc. from time to time.

Your Board has neither thought to liquidate your company nor envisaged in near future where it intends to go out of the business. Even under the Income Tax Act, 1961, there is a provision to set off all the past losses against the future profit for 8 years. This indicates that incurring losses/earning profit is a cycling activity.

Your Directors have in all their prudence thought fit to prepare the accounts on 'Going concern basis'.

- 2. The company has not carried out detailed assessment of the useful life and not adjusted depreciation as per the notification of Schedule II of the Companies Act, 2013.**

MANAGEMENT REPLY:

There was no employee in the Company. Moreover, all the assets are quiet old, obsolete and are in depleted condition. In the absence of manpower, useful life of assets could not be ascertained. However, "Technical evaluation is under process to assess the remaining useful life of the assets. Once concluded necessary adjustment will be made for calculation and accounting of depreciation as per the new notification introduced in Companies Act, 2013."

Cost Auditors

In terms of section 148 of Companies Act read with rule 4(2) of the Companies (Cost records and Audit) rules 2014, your Company has not appointed the Cost Auditor for financial year 2014-15 because the Company had not undertaken any manufacturing activity during the Financial Year 2014-15.

Secretarial Auditor

The Board has appointed Mr. R.S Bhatia, (CP No. 2514), Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as Annexure I to this Report. The Secretarial Audit Report contain following qualification, reservation or adverse remark:-

- 1. In compliance of Section 203 of the Companies Act, 2013, there was no Chief Financial Officer and Company Secretary appointed in the Company during the year under review.**
- 2. Pursuant to Section 149 of the Companies Act, 2013, there is no woman Director appointed on the Board of the Company during the year under review.**
- 3. The Form DIR-12 filed with ROC in relation to appointment of Mr. Vijay Kumar Sharma as an additional Director does not contain CTC of Board Resolution.**
- 4. As per the BSE website, the effective date of resignation of Ms. Preeti Tosh, Company Secretary of the Company is 12.05.2014 whereas per Form DIR-12 filed with ROC, the effective date is 26.05.2014.**
- 5. The change in designation of Mr. Gaurav Punj from Managing Director to Director w.e.f. 11.03.2015 and his appointment as Managing Director w.e.f. 30.03.2015 was not intimated to BSE pursuant to clause 30 of the Listing Agreement.**
- 6. A part of the shareholders belonging to "Promoter group" are still holding shares in physical form.**
- 7. The Company has not paid Listing fees and annual Custodian fees for the financial years 2014-15 and 2015-16.**
- 8. In respect of the Board resolutions (BR) dated 30.03.2015 regarding appointment of Mr. Gaurav Punj as Managing Director forms MGT-14, MR-1 and DIR-12 are yet to be filed.**

LLOYD ROCKFIBRES LIMITED

9. In respect of Nomination and Remuneration Policy, Risk Management Policy, Whistle Blower Policy, Terms and Conditions of appointment of Independent Director(s), the website of the Company is not updated.
10. The Company has not carried out detailed assessment of the useful life and hence not adjusted depreciation charge accordingly as per the notification to schedule II of the Companies Act, 2013.

IN RESPONSE TO THE ABOVE, IT IS SUBMITTED THAT:

In relation to Point No.-1 and 9, the Company is non-operational, hence, as such there was no requirement of CFO and website could not be updated. Due to huge losses, the management was unable to appoint a Company Secretary and Women Director as per Point No.-1 and 2. Due to oversight, the Company was unable to comply with the requirement pursuant to Point No.(s) -3, 4 and 5. Further, in relation to point number 6, majority of holding of shareholders belonging to "Promoter group" had been converted from physical to dematerialized form but due to certain reasons some of the shares are still in physical form and due to paucity of staff and funds, necessary actions could not be taken in time as stated in Point No.-7 and 8. In respect of Point No.-10, Please refer the management reply to Point No.-2 of Statutory Auditor's qualification.

DISCLOSURES:

Audit Committee

The Audit Committee comprises of following Director(s) namely:

1. Mr. Anil Chandra Sharma (Chairman), Independent non-executive Director
2. Mr. RP Punj, Non-executive Director
3. Mr. B.D. Malliah, Independent Non-executive Director

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

Nomination and Remuneration Committee

The Board of Directors constituted a Nomination and Remuneration Committee comprising of three Non-Executive Independent Directors namely:

1. Mr. Ballabh Das Maliah-Chairman
2. Mr. Anil Chandra Sharma
3. Mr. Ravinder Prakash Punj

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

A Nomination and Remuneration Committee has been constituted under section 178 of the Companies Act, 2013 for formulization of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

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

Shareholder Relationship Committee

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

Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct.

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

Meetings of the Board of Directors

Eight meetings of the Board of Directors were held during the year. The details of the meetings of the Board held during the financial year 2014-15 forms part of the Corporate Governance Report.

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

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

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

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(A) Conservation of energy:

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

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(iii) Capital Investment on energy conservation equipments:-**No such steps were required**

(B) Technology absorption

(I) Efforts made towards technology absorption:- **No such steps were required**

(II) Benefit derived:- **NA**

(III) In case of imported technology- **N.A.**

a) The detail of technology imported

b) The year of import

c) Whether the technology been fully absorbed

d) If not fully absorbed areas where absorption has not been taken place, and the reasons thereof

(IV) Expenses incurred on R & D: **NIL**

FOREIGN EXCHANGE EARNINGS AND OUTGO

(Amount in Rs.)

| PARTICULARS | CURRENT YEAR | PREVIOUS YEAR |
|--------------------------|--------------|---------------|
| Foreign Exchange Outgo | NIL | NIL |
| Foreign Exchange Earning | NIL | NIL |

DEPOSIT

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

EXTRACT OF ANNUAL RETURN

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

PARTICULARS OF EMPLOYEES

1. Particulars of employee

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, are given below:

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

| Non Executive directors : | Ratio to median remuneration |
|---------------------------|------------------------------|
| Mr. RP Punj | N.A. |
| Mr. Gaurav Punj | N.A. |
| Mr. Arun K Srivastava | N.A. |
| Mr. Anil C Sharma | N.A. |
| Mr. Vijay Kumar Sharma | N.A. |
| Mr. B.D. Malliah | N.A. |

• **NO REMUNERATION IS PAID TO ANY DIRECTOR DURING THE FINANCIAL YEAR 2014-2015**

b. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; (as at 31st March, 2015)

| Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary | Ratio | % increase in remuneration in the financial years |
|--|-------|---|
| Mr. RP Punj | N.A. | - |
| Mr. Gaurav Punj | N.A. | - |
| Mr. Arun K Srivastava | N.A. | - |
| Mr. Anil C Sharma | N.A. | - |
| Mr. Vijay Kumar Sharma | N.A. | - |
| Mr. B.D. Malliah | N.A. | - |

• **NO REMUNERATION IS PAID TO ANY DIRECTOR OR KMP DURING THE FINANCIAL YEAR 2014-2015**

LLOYD ROCKFIBRES LIMITED

- c. **The percentage increase in the median remuneration of employees in the financial year:** Not applicable, as no remuneration paid to any of its employee during the year under review.
- d. **The number of permanent employees on the rolls of company:**ZERO
- e. **The explanation on the relationship between average increase in remuneration and company performance:**Not applicable, since no manufacturing activity had under takenby the company as well as no remuneration paid by company to any of its employee during the year 2014 -15.
- f. **Comparison of the remuneration of the Key Managerial Personnel against the performance of the company :**Not applicable, since no manufacturing activity had under taken by the company as well as no remuneration paid by company to any of its Key Managerial Personnel, during the financial year 2014 -15.
- g. **Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year:** NIL as Company's trading was suspended during the year
- h. **Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer :** Comparison cannot be made, as the company trading is suspending during the F.Y. 2014-15 on BSE.
- i. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :** Not applicable, as no remuneration paid by company to any of its employee, during thefinancial year 2014 -15.
- j. **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:**Not applicable, as no remuneration paid by company to any of its Key Managerial Personnel, during the financial year 2014 -15.
- k. **The key parameters for any variable component of remuneration availed by the directors:**Not applicable, as no remuneration paid by company to any of its director, during the financial year 2014 -15.
- l. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**Not applicable, as no remuneration paid by company to any of its employee or director, during the financial year 2014 -15.
- m. **Affirmation that the remuneration is as per the remuneration policy of the company :** Not applicable, as no remuneration paid by company to any of its director/KMP/employee, during the financial year 2014 -15.

SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. Issue of shares with Differential Rights

The Company has not issued any Shares with differential rights during the year under review.

E. Issue of Shares under Employee Stock Option Scheme

No such issue of shares under Employee Stock Option Scheme was made.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation given by all concerned with the affairs of the Company.

By Order of the Board of Directors
For Lloyd Rockfibres Limited

Sd/-
(Ravinder Prakash Punj)
Chairman
DIN:00686475
10, Prithvi Raj Road,
Delhi-110011

Date : 14.08.2015
Place: New Delhi

LLOYD ROCKFIBRES LIMITED

ANNEXURE I

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,
Llyod Rockfibres Limited
Plot No.2, Punjsons Premises,
Kalkaji Industrial Area,
New Delhi-110019
CIN No.: L20293DL1989PLC218564

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "Llyod Rockfibres Limited" (herein after called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

I report that:

1. Maintenance of Secretarial and other laws records/compliance is the responsibility of the management of the Company. My responsibility is to express an opinion on such records/compliance, based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records.
3. I have not verified the correctness and appropriateness of the financial statements of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on my verification of the company's information as available on websites of MCA and BSE, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter and according to the provisions of:

- (i) The Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 read with the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECBs); **(not applicable on the company as company has not accepted/made any FDI, ODI or ECBs)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(NOT APPLICABLE ON THE COMPANY)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NOT APPLICABLE ON THE COMPANY)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE ON THE COMPANY)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(NOT APPLICABLE ON THE COMPANY)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(NOT APPLICABLE ON THE COMPANY)** and
 - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **(NOT APPLICABLE ON THE COMPANY)**

LLOYD ROCKFIBRES LIMITED

(vi) The Company has neither carried any manufacturing nor any trading activity (except for a meagre sale). In view of this, the management is of the opinion that no sector specific law was applicable on the Company during the period under review.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(NOT APPLICABLE DURING THE AUDIT PERIOD)**
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

I further report that:

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors and others designated professionals.

Based on the company's information as available on websites of MCA and BSE review of quarterly compliance reports taken on record by the Board of Directors of the Company in my opinion, the Company ensures compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

1. **In compliance of Section 203 of the Companies Act, 2013, there was no Chief Financial Officer and Company Secretary appointed in the Company during the year under review.**
2. **Pursuant to Section 149 of the Companies Act, 2013, there is no woman Director appointed on the Board of the Company during the year under review.**
3. **The Form DIR 12 filed with ROC in relation to appointment of Mr. Vijay Kumar Sharma as an additional Director does not contain CTC of Board Resolution.**
4. **As per the BSE website, the effective date of resignation of Ms. Preety Tosh, Company Secretary of the Company is 12.05.2014 whereas per Form DIR 12 filed with ROC, the effective date is 26.05.2014.**
5. **The change in designation of Mr. Gaurav Punj from Managing Director to Director w.e.f. 11.03.2015 and his appointment as Managing Director w.e.f. 30.03.2015 was not intimated to BSE pursuant to clause 30 of the Listing Agreement.**
6. **A part of the shareholders belonging to "Promoter group" are still holding shares in physical form.**
7. **The Company has not paid Listing fees and annual Custodian fees for the financial years 2014-15 and 2015-16.**
8. **In respect of the Board resolutions (BR) dated 30.03.2015 regarding appointment of Mr. Gaurav Punj as Managing Director forms MGT 14, MR 1 and DIR 12 are yet to be filed.**
9. **In respect of Nomination and Remuneration Policy, Risk Management Policy, Whistle Blower Policy, Terms and Conditions of appointment of Independent Director(s), the website of the Company is not updated.**
10. **The Company has not carried out detailed assessment of the useful life and hence not adjusted depreciation charge accordingly as per the notification to schedule II of the Companies Act, 2013.**

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors **except for observation in point 1 and 2 as stated above.** The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that:

1. The Company sought approval of the Shareholders in its Annual General Meeting held on 30.09.2014 in relation to Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to create such charges etc. and to borrow any sum or sums of money respectively, not exceeding at any time, a sum of Rs. 50 crore respectively.
2. **As per the management, the commercial operations of the Company are suspended since September 2013, hence, no Internal Auditor has been appointed during the year pursuant to section 138 of the Companies Act, 2013 and no cost records has been maintained and audited by a qualified Cost Accountant in accordance with section 148 of the Companies Act, 2013 and rules made thereunder. As confirmed by the management Companies (Cost Records and Audit) Amendment Rules, 2014 were not applicable on the Company during the Audit period.**
3. **The equity shares of the Company remained under suspension during the year.**

PLACE: NEW DELHI
DATE : 12.08.2015

Sd/-
R.S. BHATIA
PRACTICING COMPANY SECRETARY
CP NO.: 2514

LLOYD ROCKFIBRES LIMITED

ANNEXURE II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|---|
| 1. | CIN | L20293DL1989PLC218564 |
| 2. | Registration Date | 06 /10 /1989 |
| 3. | Name of the Company | Lloyd Rockfibres Limited |
| 4. | Category/Sub-category of the Company | Category: Company Limited by Shares Sub-Category: Indian Non-Government Company |
| 5. | Address of the Registered office & contact details | Plot No – 2, Punjsons Premises Kalkaji Industrial Area, New Delhi110019 CIN: L20293DL1989PLC218564 E-mail: gpl3@vsnl.com |
| 6. | Whether listed company | Listed |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi-110062 Telephone : 011-29961281, 29961282, Fax : 29961284 E-mail : beetal@rediffmail.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services | % to total turnover of the company |
|--------|--|------------------------------------|
| 1 | Rockwool | 23999 |
| | | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate Company | % of Shares Held | Applicable Section |
|--------|---------------------------------|---------|--|------------------|--------------------|
| | N.A | | | | |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year (As on 31 March 2015) | | | | No. of Shares held at the end of the year (As on 31 March 2014) | | | | % Change during the year |
|---|---|-----------------|----------------|--------------|---|---------------|----------------|--------------|--------------------------|
| | Demat | Physical Shares | Total | % of Total | Demat Shares | Physical | Total | % of Total | |
| A. Promoter s | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 883351 | 316849 | 1200200 | 10.82 | 883351 | 316849 | 1200200 | 10.82 | 0 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 5717050 | 207250 | 5924300 | 53.42 | 5924300 | 0 | 5924300 | 53.42 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) | 6600401 | 524099 | 7124500 | 64.24 | 6807651 | 316849 | 7124500 | 64.24 | 0 |

LLOYD ROCKFIBRES LIMITED

| | | | | | | | | | |
|--|----------------|----------------|-----------------|--------------|----------------|----------------|-----------------|--------------|----------|
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 39400 | 39400 | 0.36 | 0 | 39400 | 39400 | 0.36 | 0 |
| b) Banks / FI | | | | | | | | | |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1):- | 0 | 39400 | 39400 | 0.36 | 0 | 39400 | 39400 | 0.36 | 0 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | 187500 | 1265100 | 1452600 | 13.10 | 1187500 | 265100 | 1452600 | 13.10 | 0 |
| i) Indian | | | | | | | | | |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 27700 | 477000 | 504700 | 4.55 | 28700 | 478000 | 506700 | 4.57 | +0.02 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 0 | 905500 | 905500 | 8.17 | 0 | 905500 | 905500 | 8.17 | 0 |
| c) Others (specify) | | | | | | | | | |
| Non Resident Indians | 6500 | 999000 | 1005500 | 9.07 | 6500 | 997000 | 1003500 | 9.05 | -0.02 |
| Overseas Corporate Bodies | 0 | 57500 | 57500 | 0.52 | 0 | 57500 | 57500 | 0.52 | 0 |
| Foreign Nationals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Clearing Members | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Bodies - D R | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(2):- | 221700 | 3704100 | 3925800 | 35.40 | 1222700 | 2703100 | 3925800 | 35.40 | 0 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 221700 | 3743500 | 3965200 | 35.76 | 1222700 | 2742500 | 3965200 | 35.76 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 6822101 | 4267599 | 11089700 | 100 | 8030351 | 3059349 | 11089700 | 100 | 0 |

LLOYD ROCKFIBRES LIMITED

ii. Shareholding of Promoters

| S. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % Change in Shareholding during the year |
|--------|----------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Nandita Tiwari | 28900 | 0.26 | 0 | 28900 | 0.26 | 0 | 0 |
| 2 | Rohini Chibba | 41400 | 0.37 | 0 | 41400 | 0.37 | 0 | 0 |
| 3 | Gaurav Punj | 213021 | 1.92 | 0 | 213021 | 1.92 | 0 | 0 |
| 4 | Malini Punj | 246549 | 2.22 | 0 | 246549 | 2.22 | 0 | 0 |
| 5 | Pushpanjali Punj | 280300 | 2.53 | 0 | 280300 | 2.53 | 0 | 0 |
| 6 | Ravinder Prakash Punj | 390030 | 3.52 | 0 | 390030 | 3.52 | 0 | 0 |
| 7 | Fiberglas Pvt. Ltd. | 207250 | 1.87 | 0 | 207250 | 1.87 | 0 | 0 |
| 8 | Lloyd Bitumen Products Pvt. Ltd. | 270000 | 2.43 | 0 | 270000 | 2.43 | 0 | 0 |
| 9 | Sunvision Infoways Pvt. Ltd. | 417525 | 3.76 | 0 | 417525 | 3.76 | 0 | 0 |
| 10 | Sunvision Buildwell Pvt. Ltd. | 417525 | 3.76 | 0 | 417525 | 3.76 | 0 | 0 |
| 11 | Fetish IT Solution Pvt. Ltd. | 442200 | 3.99 | 0 | 442200 | 3.99 | 0 | 0 |
| 12 | Ravishivam Investments Pvt. Ltd. | 500000 | 4.51 | 0 | 500000 | 4.51 | 0 | 0 |
| 13 | Pushpanjali Holdings Pvt. Ltd. | 1384800 | 12.49 | 0 | 1384800 | 12.49 | 0 | 0 |
| 14 | NGP Industries Ltd. | 2285000 | 20.60 | 0 | 2285000 | 20.60 | 0 | 0 |
| | TOTAL | 7124500 | 64.24 | 0 | 7124500 | 64.24 | 0 | 0 |

iii. Change in Promoters' Shareholding (please specify, if there is no change)

During the financial year 2014-15, there is no change held in the promoters' shareholding.

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| S. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|-------------------------------------|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | | | | |
| 1 | EVO ASTRO GENERAL TRADERS P LTD | 1000000 | 9.02 | 1000000 | 9.02 |
| 2 | RADITA INVESTMENTS PVT LTD | 187500 | 1.69 | 187500 | 1.69 |
| 3 | SHOURAI GENERAL TRADERS PVT LTD. | 187500 | 1.69 | 187500 | 1.69 |
| 4 | SUNIL KUMAR JAIN | 175500 | 1.58 | 175500 | 1.58 |
| 5 | SANJEEV JAIN | 160000 | 1.44 | 160000 | 1.44 |
| 6 | LOKESH KUMAR PANDHI | 160000 | 1.44 | 160000 | 1.44 |
| 7 | OM ARORA | 150000 | 1.35 | 150000 | 1.35 |
| 8 | OM ARORA | 105000 | 0.95 | 105000 | 0.95 |
| 9 | BOOKWISE INDIA PVT LTD | 60000 | 0.54 | 60000 | 0.54 |
| 10 | CRYSTAL INVESTMENT LIMITED | 50000 | 0.45 | 50000 | 0.45 |

LLOYD ROCKFIBRES LIMITED

| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | - | - | - | - |
|----|--|---------|------|---------|------|
| | At the end of the year | | | | |
| 1 | EVO ASTRO GENERAL TRADERS P LTD | 1000000 | 9.02 | 1000000 | 9.02 |
| 2 | RADITA INVESTMENTS PVT LTD | 187500 | 1.69 | 187500 | 1.69 |
| 3 | SHOURAI GENERAL TRADERS PVT LTD. | 187500 | 1.69 | 187500 | 1.69 |
| 4 | SUNIL KUMAR JAIN | 175500 | 1.58 | 175500 | 1.58 |
| 5 | SANJEEV JAIN | 160000 | 1.44 | 160000 | 1.44 |
| 6 | LOKESH KUMAR PANDHI | 160000 | 1.44 | 160000 | 1.44 |
| 7 | OM ARORA | 150000 | 1.35 | 150000 | 1.35 |
| 8 | OM ARORA | 105000 | 0.95 | 105000 | 0.95 |
| 9 | BOOKWISE INDIA PVT LTD | 60000 | 0.54 | 60000 | 0.54 |
| 10 | CRYSTAL INVESTMENT LIMITED | 50000 | 0.45 | 50000 | 0.45 |

v) Shareholding of top Directors and Key Managerial Personnel

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | | | | |
| | Directors | | | | |
| 1 | Mr. Ravinder Prakash Punj | 390030 | 3.52 | 390030 | 3.52 |
| 2 | Mr. Gaurav Punj | 213021 | 1.92 | 213021 | 1.92 |
| | KMP (no other KMP holds any shares) | - | - | - | - |
| | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer/bonus/sweat equity etc.): | - | - | - | - |
| | At the end of the year | | | | |
| | Directors | | | | |
| 1 | Mr. Ravinder Prakash Punj | 390030 | 3.52 | 390030 | 3.52 |
| 2 | Mr. Gaurav Punj | 213021 | 1.92 | 213021 | 1.92 |
| | KMP (no other KMP holds any shares) | - | - | - | - |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | - | - | - | - |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not | | | | |
| Total (i+ii+iii) | - | - | - | - |

LLOYD ROCKFIBRES LIMITED

| | | | | |
|--|---|---|---|---|
| Change in Indebtedness during the financial year | - | - | - | - |
| - Addition | | | | |
| - Reduction | | | | |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | - | - | - | - |
| i) Principal Amount | | | | |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | - | - | - | - |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

During the current financial year 2014-15, no remuneration was paid to any director or KMP.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES: NIL

| Type | Section of the companies Act | Brief description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority[RD/ NCLT/Court] | Appeal made. If any(give details) |
|------------------------------|------------------------------|-------------------|--|---------------------------|-----------------------------------|
| A. Company | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. Directors | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. Other Officers In Default | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

By Order of the Board of Directors
For Lloyd Rockfibres Limited

Sd/-
(Ravinder Prakash Punj)
Chairman
DIN:00686475
10, Prithvi Raj Road,
Delhi-110011

Date : 14.08.2015
Place: New Delhi

LLOYD ROCKFIBRES LIMITED

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRIAL SCENE

Lloyd Rockfibres Limited is engaged in manufacture and supply of Rockwool Insulation products, which are used for industrial application to reduce heat loss and also used in building and construction industry to reduce energy cost. The growth of the insulation industry is dependent on the development of Infrastructure and Power Sectors. Sectors like Power, Oil & Gas & other infrastructure project have been major thrust focus areas of government; hence, these sectors have shown a continuous growing trend. There is potential source of consumption of rockwool and insulation products in power sectors, thereby, making rockwool and insulation industry a real growth sector. With the growth of Infrastructure Sector, there has also been a growth in its allied sectors e.g. Buildings, PEB, Gensets, Pharma, Food Processing etc. These factors taken together along with increased awareness among users to decrease energy consumption have lead to continuous increase in the demand of insulation and rockwool products. This growth trend in rockwool requirement will continue to show a rising trend for next many years.

STRENGTHS

The rockwool sector has lot of potential in today's time. Presently, the Company is non-operational due to outdated plant and machinery. The Company has its own goodwill, hence, on the basis of the same, your Board shall make all endeavors to upgrade the existing plant and machinery.

THREATS

With present huge demand in insulation industry in the years to come, Indian Rockwool industry is not able to cope up with the increasing pressure of demand and supply. There is still a gap between demand and supply equation for Rockwool with demand exceeding supply continuously in past and is expected to remain same in future also. There is a possibility of foreign players coming into the market and increasing competition, thereby reducing margins. Presently, there is no employee in the Company and the Company is non-operational. The management is making all efforts to revive the operations of the Company.

COMPANY'S OUTLOOK

It is the endeavor of the Company to revive the operations of the Company by adopting latest techniques of production, improve product acceptability and cutting / reducing costs wherever possible.

RISK MANAGEMENT

The Risk Management policies of the Company have been implemented to ensure that all the moveable and immovable assets of the Company are adequately covered and the same are renewed by the Board from time to time. Government policy towards Rockwool Sector has remained unchanged for many years and we do not foresee any immediate changes adversely affecting our position.

INTERNAL CONTROL SYSTEM

The Company has developed an internal control system and procedures to ensure efficient conduct of business and security of its assets. Management Information system is being developed through which production performance and financial dealings are monitored by management on regular basis.

HUMAN RESOURCES

The Company believes that the workers are the backbone of the Company and aims at providing opportunities to all the employees to utilize their full potential and grow in the organization. There was no strike or labour unrest during the last financial year. As on 31.03.2015, there was no employees in the company.

For and on behalf of the Board of Directors
Lloyd Rockfibres Limited

Place: New Delhi
Date: 14.08.2015

Sd/-
Gaurav Punj
Director
DIN: 00822420
Address: 10, Prithvi Raj Road,
New Delhi, 110011

Sd/-
Arun Krishna Srivastava
Director
DIN: 00042784
Address: B-54, Sector 47,
Noida, 201301

LLOYD ROCKFIBRES LIMITED

CORPORATE GOVERNANCE REPORT

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creation value for all.

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Governance policy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders.

Governance Structure

The Corporate Governance structure at Lloyd Rockfibres Limited is as follows:

1. Board of Directors:

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's Management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

2. Committees of the Board:

The Board has constituted the following Committees viz., Audit Committee, Nomination and Remuneration Committee and Stakeholder Grievance Committee. Each of the said Committee has been mandated to operate within a given framework.

BOARD OF DIRECTORS

Size and Composition of the Board and Attendance Status

The composition of the board is in line with the Listing Agreement. The Board of Directors of the Company consists of 7 Directors; out of which 1 is Executive, 2 are Non-Executive and rest 4 are Independent - Non Executive Directors of the Company. The Chairman of the Board is a Promoter Non Executive Director.

The details of directors and their attendance record at the Board Meeting held during the year under review are as follows:

| Name | Category | Designation | No. of Meetings Attended | No. of Membership in Boards of other Companies | Attendance of each Director at last AGM |
|-------------------------------|--|---------------------|--------------------------|--|---|
| Mr. Ravinder Prakash Punj | Non Executive Non Independent Director | Chairman | 8 | 9 | Yes |
| Mr. Anil Chandra Sharma | Non-Executive Independent Director | Director | 8 | 9 | Yes |
| Mr. Ballabh Das Maliah | Non-Executive Independent Director | Director | 7 | 1 | Yes |
| Mr. Vijay Kumar Sharma* | Non-Executive Non Independent Director | Additional Director | 3 | 1 | NA |
| Mr. Arun Krishna Srivastava** | Non-Executive Non Independent Director | Director | 8 | 15 | Yes |
| Mr. Gaurav Punj*** | Executive Non Independent Director | Managing Director | 8 | 10 | Yes |
| Mr. Surinder Nath Pandita**** | Non-Executive Independent Director | Director | 5 | 0 | Yes |

NOTE:

*Appointment effective on 09.02.2015

**Re-designated as Director from Whole Time Director effective 11.03.2015

***Mr. Gaurav Punj as Managing Director w.e.f. 30.03.2015

*** Resignation effective on 09.02.2015

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

LLOYD ROCKFIBRES LIMITED

Independent Directors

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Rules made there under and meet with requirement of Clause 49 of the Listing Agreement entered into with the Stock Exchanges. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Agreement has been issued.

Board Meetings

Eight Board Meetings were held during the financial year 2014-2015. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the Listing Agreement.

The details of Board meetings are given below:

| Date | Board Strength | No. of Directors Present |
|-------------------|----------------|--------------------------|
| April 5, 2014 | 6 | 3 |
| April 29, 2014 | 6 | 4 |
| May 26, 2014 | 6 | 6 |
| August 13, 2014 | 6 | 6 |
| November 13, 2014 | 6 | 5 |
| February 9, 2015 | 6 | 6 |
| March 11, 2015 | 6 | 5 |
| March 30, 2015 | 7 | 6 |

Meeting of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views. The Independent Director takes appropriate steps to present their views to the Chairman and Managing Director. One meeting of Independent Directors was held during the year on 09.02.2015.

Board's Procedures

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feedback reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS

As the company is non-operational since from September 2013, therefore, company has not framed any such familiarization programs but the same will be complied as company get operational.

CODE OF CONDUCT

The Company has in place Code of Conduct (the Code) applicable to all the Directors & Senior Management. The Code is applicable to Directors & Senior Management to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz., Customer Value, Integrity and Excellence.

The Company has also placed a separate code for Independent Directors. It helps in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

A copy of these Codes has been put on the Company's website at the link <http://www.lrfl.in/Investorrelation/Code of Conduct and Ethics.pdf>. The Codes has been circulated to Directors and Management Personnel and its compliance is affirmed by them annually.

A declaration signed by the Company's Chairman and Managing Director is published in this Report.

BOARD COMMITTEE

The Board of directors has constituted Board committees to deal with specific areas and activities which concern the company and need a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the Minutes of the Committee Meetings are placed before the Board for their noting.

LLOYD ROCKFIBRES LIMITED

Details of the Board Committees and other related information are provided hereunder:

A. AUDIT COMMITTEE

Composition:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreement, an audit committee comprising of three Directors has been constituted to perform all such power and functions as are required to be performed under the said provisions. There are three members of the Committee.

Meetings & Attendance:

The Audit Committee met 4 times during the year ended on 26th May 2014, 13th August 2014, 13th November, 2014 & 9th February 2015. The intervening period between two meetings was well within the maximum time gap of 4 months as prescribed under Corporate Governance norms. The constitution of Audit Committee and attendance of each member is as given below:

| Name of Member | Designation | No. of Meeting attended |
|---------------------------|-------------|-------------------------|
| Mr. A.C. Sharma | Chairman | 4 |
| Mr. Ravinder Prakash Punj | Member | 4 |
| Mr. Ballabh das maliah | Member | 3 |
| Mr. S.N. Pandita* | Member | 4 |

*Ceased to be member effective 09.02.2015

Mr. A.C. Sharma, who acted as Chairman of the Audit Committee Meetings was present at the Last Annual General Meeting of the Company held on 30th September, 2014 to answer the shareholders' queries.

Terms of Reference

Powers of Audit Committee:

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference,
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee:

The role of the Audit Committee shall include the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to;
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Qualifications in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

LLOYD ROCKFIBRES LIMITED

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Reviewing the following information:

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

A. NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole-time Director(s)/KMPs.
- Reviewing the performance of the Managing / Whole-time Director/KMPs and recommending to the Board, the quantum of annual increments and annual commission.

Composition:

The Board of Directors constituted a Nomination and Remuneration Committee comprising of majority of Independent Directors and Non Executive Directors. The Nomination and Remuneration Committee met twice during the year i.e. on 09/02/2015 and 30/03/15 for recommendation in relation to appointment of Director and Managing Director. The Committee and attendance of each member is as given below:

| Name of Member | Designation | No. of Meeting attended |
|----------------------------|-------------|-------------------------|
| Mr. Ravinder Prakash Punj | Member | 1 |
| Mr. Anil Chandra Sharma | Member | 1 |
| Mr. Ballabh Das Maliah | Chairman | 1 |
| Mr. Surinder Nath Pandita* | Member | 1 |

*Ceased to be member effective 09.02.2015

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

LLOYD ROCKFIBRES LIMITED

Remuneration Policy:

The company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

Remuneration paid to the Executive and Non Executive Directors:

During the year 2014-15, no remuneration was paid to any director.

Equity Shares held by the Directors:

Except as stated hereunder, none of the directors, held any shares in the Company as on March 31, 2015:

| Name of the Director | No. of Shares Held | % of Shareholding |
|-----------------------------|--------------------|-------------------|
| Mr. R.P. Punj | 3,90,030 | 3.52 |
| Mr. Gaurav Punj | 2,13,021 | 1.92 |
| Mr. Arun Krishna Srivastava | NIL | NIL |
| Mr. B.D. Malliah | NIL | NIL |
| Mr. Anil C Sharma | NIL | NIL |
| Mr. Vijay Kumar Sharma | NIL | NIL |

The Company does not have any Stock Option Scheme for its employees.

C. Stakeholder Relationship Committee

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

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

The Board has delegated the power of approving transfer of securities to the officers of the Company.

Five Committee meetings were held during the year i.e. on 26th May, 2014, 13th August, 2014, 28th August, 2014, 13th November, 2014, and 09th February, 2015. The constitution of the Committee and attendance of each member is as given below:

| Name of Member | Designation | No. of Meeting attended |
|-----------------------------|-------------|-------------------------|
| Mr. Ravinder Prakash Punj | Chairman | 5 |
| Mr. Arun Krishna Srivastava | Member | 5 |
| Mr. Gaurav Punj | Member | 5 |

Compliance Officer

Mr. Gaurav Punj,
Managing Director

Lloyd Rockfibres Limited.

Corp. Office – Plot No. – 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi – 110019.

Phone No- 011- 26462157.

| Complaints from Investors | |
|---|-----|
| No. of complaints pending at the beginning of the year | Nil |
| No. of complaints received by correspondence during the year ended 31.03.2015 | Nil |
| No. of complaints received for Refund / Instrument correction during the year | Nil |
| No. of complaints received from BSE during the year | Nil |
| No. of complaints received from DSE during the year | Nil |
| No. of complaints received from SEBI during the year | Nil |
| No. of complaints resolved / replied during the year | Nil |
| No. of Investors complaints pending at the end of the year i.e. on 31.03.2015 | Nil |

We confirm that No complaints remained unattended / pending for more than 30 days.

There were no share transfers pending for registration for more than 15 days as on the said date.

LLOYD ROCKFIBRES LIMITED

General Body Meeting Annual General Meetings (AGM)

| Year | Date, Time & Venue | Matters for Special Resolution passed |
|---------|---|--|
| 2013-14 | 30.09.2014, 11.30 A.M. & Plot No- 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019 | 1. Adoption of new Articles of Association of the Company. |
| 2012-13 | 30.09.2013, 11.00 A.M. & Plot No- 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019 | 1. No Special Resolution was passed. |
| 2011-12 | 29.09.2012, 11.00 A.M. & Plot No- 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019 | 1. Reappointment of Mr. Gaurav Punj, as Managing Director of the Company for the period of five years i.e. from 31.08.2012 to 30.08.2017 |

Extraordinary General Meeting/Postal Ballot:

Postal ballot dated 29.04.2014 was held for the purpose of sale of Assets pursuant to section 180(1)(a) of companies act, 2013 by way of Special Resolution, the result of which was declared on 28.06.2014. Mr. R.S. Bhatia, PCS was appointed as Scrutinizer. The Postal Ballot was conducted in the manner as per the procedure prescribed under Companies Act, 2013 and listing agreement.

No Extraordinary General Meeting was held during the year 2014-15.

Disclosures

There are no materially significant related party transactions made by the Company with its Promoters, Directors or management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large. The transactions with related parties as per requirements of Accounting Standard (AS-18)-'Related Party Disclosures' are disclosed in Notes to Accounts Section in the Annual Report.

Vigil Mechanism/ Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

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

Adoption of Mandatory and Non-mandatory Requirements of Clause 49

The Company has complied with mandatory requirements of Clause 49 of the Listing Agreement.

The Company has not adopted any non-mandatory requirements of Clause 49 of the Listing Agreement.

Means of Communication

| | |
|---|--|
| Quarterly/Half yearly report sent to each household of shareholders | No |
| Quarterly/Half Yearly/Yearly results of the Company normally published in | (The Pioneer-English)&(Veer Arjun -Hindi) |
| Any website where financial results and official news displayed | www.bseindia.com |
| Whether any advertisement also displayed official news, releases and presentations made to institutions or investors/analysts | No presentation made |
| Whether management discussions and analysis forms part of Annual Report | Yes |
| Whether shareholders information section forms part of Annual Report | Yes |

General Shareholder's Information

| | |
|--|---|
| Scheduled AGM's Day, Date, Time & Venue | 26th ANNUAL GENERAL MEETING 19th March, 2016 Saturday 11.30 AM Plot no-2, Punjsons Premises, kalkaji Industrial Area, New Delhi - 110019 |
| Tentative Financial Year 2015-2016 | <ul style="list-style-type: none"> • Financial reporting for the quarter ending 30th June, 2015 : By 14th August 2015 • Financial reporting for the half year ending 30th September, 2015 : By 15th November 2015 • Financial reporting for the quarter ending 31st December, 2015 : By 15th February 2016 • Financial reporting for the year ending 31st March, 2016 : By 15th May 2016 For AFR. |
| Book Closure Period | 18th March 2016 (Friday) to 19th March 2016 (Saturday) |

LLOYD ROCKFIBRES LIMITED

| | |
|--|---|
| Dividend | Yours Directors regret their inability to recommend any dividend for the year 2014- 2015 keeping in view the losses incurred by the Company. |
| Registered Office | Plot no-2, Punjsons Premises, Kalkaji Industrial Area, New Delhi – 110019. Ph. No.: 91-11-41517731, Fax: 91-11-41517732, Email id: gpl3@vsnl.com |
| Listing of Equity Shares on Stock Exchanges and Payment of Listing Fee | Bombay Stock Exchange (BSE) Annual Listing fee for the year 2014-15, has not been paid by the Company to Stock Exchanges. |
| Registrar & Transfers Agents | Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi-110062 Telephone : 011-29961281, 29961282, Fax : 29961284, E-mail : beetal@beetalrta@gmail.com |
| Share Transfer System | Share Transfer in physical form can be lodged with Beetal Financial & Computer Services (P) Ltd. , at above mentioned address or at Registered office of the Company. |
| ISIN for Equity Shares | INE640D01019 |
| Scrip Code | BSE '531527' |

Stock Market Data

Trading of the company shares has been under suspension at Bombay Stock Exchange Limited, therefore, month wise Stock data is not available for the financial year 2014-15.

Shareholding pattern as on 31st March 2015:-

| | CATEGORY | NO. OF SHARES HELD | % OF SHAREHOLDING |
|------------|--|--------------------|-------------------|
| (A) | Shareholding of Promoter and Promoter Group | | |
| 1 | Indian | | |
| (a) | Individuals/Hindu Undivided Family | 1200200 | 10.82 |
| (b) | Bodies Corporate | 5924300 | 53.42 |
| | Sub Total (A)(1) | 7124500 | 64.24 |
| 2 | Foreign | 0 | 0 |
| | Sub Total (A)(2) | 0 | 0 |
| | Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) | 7124500 | 64.24 |
| (B) | Public Shareholding | | |
| 1 | Institutions | | |
| (a) | Mutual Funds/ UTI | 39400 | .36 |
| (b) | Financial Institutions / Banks | 0 | 0 |
| | Sub Total (A)(1) | 0 | 0 |
| 2 | Non-Institutions | | |
| (a) | Bodies Corporate | 1452600 | 13.10 |
| (b) | Individuals | | |
| i. | Individual shareholders holding nominal share capital up to Rs. 1 Lakh | 506700 | 4.57 |
| | Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh | 905500 | 8.17 |
| (c) | Other | | |
| i. | Non Resident Indians | 1003500 | 9.05 |
| ii | Foreign Corporate Bodies | 57500 | .52 |
| iii | Hindu Undivided Family | | |
| | Sub Total (B)(2) | 3925800 | 35.40 |
| | Total Public Shareholding (B)= (B)(1)+(B)(2) | 3965200 | 35.76 |
| (C) | TOTAL (A)+ (B) | 11089700 | 100 |
| | Shares held by Custodians and against which depository Receipts have been issued | 00 | 00 |
| | GRAND TOTAL (A)+(B)+(C) | 11089700 | 100 |

LLOYD ROCKFIBRES LIMITED

Distribution of Shareholding

| Share holding Range | No. of Shareholders | % | Total Shares | % |
|---------------------|---------------------|---------------|--------------------|---------------|
| UP TO 500 | 350 | 32.93 | 1,41,000 | 1.27 |
| 501 1000 | 382 | 35.94 | 3,72,800 | 3.36 |
| 1001 2000 | 173 | 16.27 | 3,24,800 | 2.93 |
| 2001 3000 | 48 | 4.52 | 1,34,000 | 1.21 |
| 3001 4000 | 10 | .94 | 39,900 | 0.36 |
| 4001 5000 | 34 | 3.20 | 1,69,500 | 1.53 |
| 5001 10000 | 29 | 2.73 | 2,53,300 | 2.28 |
| 10001 & ABOVE | 37 | 3.48 | 96,54,400 | 87.06 |
| TOTAL | 1063 | 100.00 | 1,10,89,700 | 100.00 |

Compliance Certificate by the Practicing Company Secretary

The Practicing Company Secretary have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange and the same is annexed to the Directors' Report and Management Discussion and Analysis.

The Certificate from the Statutory Auditors is annexed with the Annual Report of the Company.

Reconciliation of Share Capital Audit Report

The Company has appointed Mr. R. S. Bhatia, Practicing Company Secretary, to conduct Reconciliation of Share Capital audit of the Company for the 1st QTR, 2nd QTR, and 3rd QTR, and M/s Sunil Yadav & Associates, Practicing Company Secretary for the 4th QTR of financial year ended 31st March 2015 who, have submitted their quarterly reports confirming that there is no discrepancy.

Dematerialization of Shares and Liquidity

Pursuant to the SEBI directive, to enable the shareholders to hold their shares in electronic form, the Company has enlisted its shares with Central Depository Services(India) Ltd. (CDSL). 72.41% of the Company's Paid up Equity Shares Capital are in the dematerialized form as on 31st March, 2015.

Plants and Units Locations:

Lloyd Rockfibres limited
E-71,Phase-II,MIDC,Area Waluj,
Distt. Aurangabad, Maharashtra

Address for Correspondence

(a) **Investor Correspondence** : For any query in relation to the shares of the Company.

For Shares held in Physical Form :

Beetal Financial & Computer Services (P) Ltd.

Beetal House, 3rd Floor
99, Madangir, Behind Local Shopping Center,
Near Dada Harsukhdas Mandir, New Delhi-110062
Telephone: 011-29961281, 29961282, Fax : 29961284
E-mail : beetal@rediffmail.com

For Shares held in Demat Form

To the Investors' Depository participant(s) and/or Beetal Financial & Computer Services (P) Ltd at the above address.

(b) For grievance redressal and any query on Annual Report

Lloyd Rockfibres Limited
Regd. Off.- Plot no-2, Punjsons Premises, Kalkaji Industrial Area, New Delhi – 110019, Phone No- 011-26462157

Place: New Delhi
Date: 14.08.2015

Sd/-
Gaurav Punj
Managing Director
DIN: 00822420
Address: 10, Prithvi Raj road,
New Delhi, 110011

Sd/-
Arun Krishna Srivastava
Whole Time Director
DIN: 00042784
Address: B-54, Sector 47,
Noida, 201301

LLOYD ROCKFIBRES LIMITED

Declaration on Compliance of the Company's Code of Conduct

To,

The Board of Directors,
Lloyd Rockfibres Limited,
Plot No-2, Punjsons Premises
Kalkaji Industrial Area,
New delhi-110019

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchange to further strengthen corporate governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no noncompliance thereof during the year ended 31st March, 2015.

Place: New Delhi
Date: 14.08.2015

Sd/-
Gaurav Punj
Managing Director
DIN: 00822420
Address: 10, Prithvi Raj road,
New Delhi, 110011

Sd/-
Arun Krishna Srivastava
Whole Time Director
DIN: 00042784
Address: B-54, Sector 47,
Noida, 201301

MANAGING DIRECTOR'S CERTIFICATION

To,

The Board of Directors,
Lloyd Rockfibres Limited
Plot No-2, Punjsons Premises,
Kalkaji Industrial Area
New Delhi-110019

I, Gaurav Punj, Director and Arun Krishna Srivastava, Director of Lloyd Rockfibres Limited, to the best of my knowledge and belief hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement of the Company for the Financial year 31st March, 2015 and that to the best to my knowledge and belief:
- These statement do not contain any materially untrue statement or omit any material fact or contains statement / statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct;
- C. We accept responsibility for the establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to the financial reporting and have disclosed to the auditors and Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- D. We have indicated whatever applicable, to the auditor and to the audit committee.
- Significant changes in internal control over financial reporting during the year;
 - Significant changes in accounting policies during the year, if any and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: New Delhi
Date: 14.08.2015

Sd/-
Gaurav Punj
Managing Director
DIN: 00822420
Address: 10, Prithvi Raj road,
New Delhi, 110011

Sd/-
Arun Krishna Srivastava
Whole Time Director
DIN: 00042784
Address: B-54, Sector 47,
Noida, 201301

LLOYD ROCKFIBRES LIMITED

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF LISTING AGREEMENT

To,

**The Members,
Lloyd Rockfibres Limited,**

I have reviewed the compliance of conditions of Corporate Governance by Lloyd Rockfibres Limited (the Company) for the year ended on 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchanges. I have conducted my review on the basis of the relevant records and documents maintained by the Company for the year ended 31st March, 2015 and furnished to me for the purpose of the review and the information and explanations given to me by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the management. My review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of my review and according to the information and explanation given to me, the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreements with stock exchanges have been complied with by the company during the financial year 2014-15, except in respect of Nomination and Remuneration Policy, Risk Management Policy, Whistle Blower Policy, Familiarisation programme of Independent Director, Terms and Conditions of appointment of Independent Director(s), the website of the Company is not updated and month wise market price is not given as the trading is under suspension at Bombay Stock Exchange.

Sd/-
R.S. Bhatia
(Company Secretary in Practice)
C.P. No. 2514

Place : New Delhi
Date : 12.08.2015

LLOYD ROCKFIBRES LIMITED

DUBEY & CO.
CHARTERED ACCOUNTANTS

Kailash Plaza
252-H, Sant Nagar
East of Kailash,
New Delhi-110065
Tel: 2641 8323

INDEPENDENT AUDITORS' REPORT

To the Members of Lloyd Rockfibres Ltd.,

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **Lloyd Rockfibres Limited**, which comprise the Balance Sheet as at 31st March 2015, and the Statement of Profit and Loss and the Cash flow statement as at 31st March 2015, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

LLOYD ROCKFIBRES LIMITED

- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure .
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **DUBEY & CO.**
Chartered Accountants

(**Deepak Dubey**)
Proprietor
M.No. 086349

Place: New Delhi
Dated: 30.05.2015

Annexure to the Independent Auditors' Report

(1) In Respect of Fixed Assets

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
- (c) The company has not carried out detailed assessment of the useful life and hence not adjusted Depreciation charged accordingly as per the notification to Schedule II of the Companies Act 2013.

(2) In Respect of Inventory

- (a) Physical verification of inventory has been conducted at reasonable intervals by the management.
- (b) Procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. There are no inadequacies in such procedures that should be reported.
- (c) Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.

(3) Loans and advances granted to parties covered under section 189

- (a) The company has not granted any loan to a company in which the director holds more than two percent shareholding as per Section 189.
- (e) The Company has accepted loan from NGP Industries Limited covered in the register maintained under section 189 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 19016713/- (previous year Rs.1,8494757/-) and the year end balance of loans taken from such parties was Rs.19016713/- (previous year Rs.18494757/-).
- (f) In our opinion and according to the information and explanations given to us, no interest has been paid on such loans and other terms and conditions for such loans are not prima facie prejudicial to the interest of the Company.
- (g) In respect of loans taken are re-payable on demand. As informed, the lenders have not demanded repayment of any such loan during the year, thus, there has been no default on the part of the company.

(4) Internal Control in reference to Purchase of Inventory and Fixed Assets and whether there is continue failure of Internal control

In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets

LLOYD ROCKFIBRES LIMITED

and for the sale of goods and services. During the course of audit, We have not observed continuing failure to correct major weaknesses in internal control system.

(5) Rules followed while accepting Deposits

The company has not accepted any deposit from public during the year. In our opinion and according to the information and explanation given to us, the provisions of section 73 to 76 or any other relevant provisions of the companies Act, 2013 and companies (Acceptance of deposits) Rules 2014 with regard to deposits from the public is not applicable in the current year. No order has been passed by Company Law Board or national company law tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(6) Maintenance of cost records

As per the provisions of maintenance of cost records under sub-section (l) of section 148 of the Companies Act, 2013, the Company is required to maintain Cost records and is also required to get the same audited by a qualified Cost Accountant. A compliance report is also required to be filed with the Central Government. During the current financial year, the Company had not undertaken any manufacturing activity.

(7) According to the information and explanations given to us in respect of statutory dues

- (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Investor education protection fund, Income tax, Wealth tax, Service tax, Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, wealth tax, service tax or cess and any other statutory dues with the appropriate authorities were in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable. In respect of VAT, reference to 'O' (f) to the notes to the financial statements wherein a demand of Rs. 12,27,340/- made by a Joint Commissioner (Appeals) is pending.
- (c) In our opinion and on the basis of information provided to us, no amount is required to be transferred to investor education and protection fund in accordance with provisions of the Companies Act, 2013

(8) In respect of accumulated losses and cash Losses

In our opinion, the accumulated losses of the company at the year-end are more than its net worth. The company has incurred cash losses of Rs.2701917/- (Previous year Rs. 12910736 /-). The Company's accumulated losses at the end of the financial year are Rs. 151,912,414 /- (Previous year Rs. 149,201,236 /-) is contrary to the fundamental accounting assumption of 'Going Concern' and dependent on the company's ability to infuse requisite funds and resume normal operations. An application U/s 15(1) of SICA to the Hon'ble BIFR for registration has been declined.

(9) Default in Repayment of Loans taken from Bank or Financial Institutions

Not Applicable

(10) Terms for Loans and Advances from Banks or Financial Institutions prejudicial to the interest of the company

On the basis of records examined by us and information provided by the management, we are of the opinion that the company has not given guarantees for loans taken by other from banks or financial institutions.

(11) Application versus purpose for which Loan Granted

In our opinion, the term loans raised by the company during the year have been applied for the purpose for which it was raised.

(12) Reporting of Fraud During the Year Noticed and Amount

According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

For **DUBEY & CO.**
Chartered Accountants

(Deepak Dubey)
Proprietor
M.No. 086349

Place: New Delhi
Dated: 30.05.2015

LLOYD ROCKFIBRES LIMITED

Balance Sheet as at 31st March, 2015

(IN RUPEES)

| S. No. | Particulars | Note No. | Figures as at the End of Current Reporting Period (31-Mar-2015) | Figures as at the End of Previous Period (31-Mar-2014) |
|----------------------------------|------------------------------------|----------|---|--|
| I EQUITY AND LIABILITIES | | | | |
| 1 SHAREHOLDERS FUNDS | | | | |
| | (a) Share Capital | A | 110,897,000.00 | 110,897,000.00 |
| | (b) Reserves and Surplus | B | (133,262,423.47) | (130,551,236.28) |
| | TOTAL (1) | | (22,365,423.47) | (19,654,236.28) |
| 2 NON-CURRENT LIABILITIES | | | | |
| | (a) Long Term Borrowings | C | 19,801,086.65 | 21,161,467.20 |
| | (b) Deferred Tax Liabilities (Net) | | 2,109,237.63 | 2,742,595.83 |
| | TOTAL (2) | | 21,910,324.28 | 23,904,063.03 |
| 3 CURRENT LIABILITIES | | | | |
| | (a) Trade Payables | D | 26,532,854.16 | 26,098,086.01 |
| | (b) Other Current Liabilities | E | 1,019,890.74 | 126,126.00 |
| | (c) Short Term Provisions | F | 1,162,646.00 | 1,147,411.00 |
| | TOTAL (3) | | 28,715,390.90 | 27,371,623.01 |
| | TOTAL (1+2+3) | | 28,260,291.71 | 31,621,449.76 |
| II ASSETS | | | | |
| 1 NON-CURRENT ASSETS | | | | |
| (a) FIXED ASSETS | | | | |
| | (i) Tangible Assets | G | 16,011,614.43 | 17,709,305.00 |
| | (b) Non-Current Investments | H | 72,386.00 | 72,386.00 |
| | (c) Long Term Loans & Advances | I | 724,781.76 | 1,761,764.76 |
| | TOTAL(1) | | 16,808,782.19 | 19,543,455.76 |
| 2 CURRENT ASSETS | | | | |
| | (a) Inventories | J | 614,275.92 | 628,343.92 |
| | (b) Trade Receivables | K | 9,309,522.36 | 10,414,594.28 |
| | (c) Cash and Cash Equivalents | L | 251,049.73 | 207,597.43 |
| | (d) Short Term Loans and Advances | M | 746,161.51 | 827,457.51 |
| | (e) Other Current Assets | N | 530,500.00 | --- |
| | TOTAL (2) | | 11,451,509.52 | 12,077,994.00 |
| | TOTAL (1+2) | | 28,260,291.71 | 31,621,449.76 |

For Dubey & Co.
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD
LLOYD ROCKFIBRES LIMITED

(Deepak Dubey)
Proprietor
M.No.086349

Gaurav Punj
(Managing Director)
DIN No.00822420
Address: 10, Prithvi Raj Road,
New Delhi, 110011

Arun Krishna Srivastava
(Director)
DIN No.00042784
Address: B-54, Sector 47,
Noida, 201301

Place: NEW DELHI
Date: 30.05.2015

LLOYD ROCKFIBRES LIMITED

Profit and Loss statement for the year ended 31st March, 2015

| | | | | (IN RUPEES) |
|--------------------------------|---|----------|---|--|
| S. No. | Particulars | Note No. | Figures as at the End of Current Reporting Period (31-Mar-2015) | Figures as at the End of Previous Period (31-Mar-2014) |
| REVENUE FROM OPERATIONS | | | | |
| I | Revenue From Operations | PL-1 | 785,951.84 | 14,281,378.76 |
| II | Other Income | PL-2 | 612,385.64 | 2,826,879.00 |
| III | TOTAL REVENUE (I+II) | | 1,398,337.48 | 17,108,257.76 |
| IV EXPENSES: | | | | |
| a | Cost of Material Consumed | PL-3 | 7,718.23 | 11,431,647.29 |
| b | Changes in Inventories of Finished Goods | PL-4 | 6,350.00 | 939,605.00 |
| c | Employees Benefits Expenses | PL-5 | --- | 2,409,779.00 |
| d | Finance Cost | PL-6 | 8,685.00 | --- |
| e | Depreciation and Amortization Expense | PL-7 | 642,619.00 | 1,621,200.15 |
| f | Other Expenses | PL-8 | 4,077,510.81 | 15,237,963.27 |
| | TOTAL EXPENSES | | 4,742,883.04 | 31,640,194.71 |
| V | PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV) | | (3,344,545.56) | (14,531,936.95) |
| VI | Exceptional Items | | --- | --- |
| VII | PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI) | | (3,344,545.56) | (14,531,936.95) |
| VIII | Extraordinary Items | | --- | --- |
| IX | PROFIT BEFORE TAX (VII-VIII) | | (3,344,545.56) | (14,531,936.95) |
| X TAX EXPENSE | | | | |
| a | Current Tax | | --- | --- |
| b | Earlier Year's Tax | | --- | --- |
| c | Deferred Tax | | (633,358.37) | (259,612.17) |
| XI | PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (VII-VIII) | | (2,711,187.19) | (14,272,324.78) |
| XII | Profit(Loss)From Discontinuing Operations | | --- | --- |
| XIII | Tax Expense of Discontinuing Operations | | --- | --- |
| XIV | Profit(Loss)From Discontinuing Operations (After Tax) (XII-XIII) | | --- | --- |
| XV | PROFIT (LOSS) FOR THE PERIOD (XI+XIV) | | (2,711,187.19) | (14,272,324.78) |
| XVI | Earning Per Equity Share Basic/Diluted | | (0.24) | (1.29) |

For Dubey & Co.
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD
LLOYD ROCKFIBRES LIMITED

(Deepak Dubey)
Proprietor
M.No.086349

Gaurav Punj
(Managing Director)
DIN No.00822420
Address: 10, Prithvi Raj Road,
New Delhi, 110011

Arun Krishna Srivastava
(Director)
DIN No.00042784
Address: B-54, Sector 47,
Noida, 201301

Place: NEW DELHI
Date: 30.05.2015

LLOYD ROCKFIBRES LIMITED

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED ON MARCH 31, 2015

A. BACKGROUND

Lloyd Rockfibres Limited ('the Company') was incorporated on 06th October, 1989 and company is primarily engaged in Manufacture and Supply of Rockwool Insulation Products used in all types of Industries. The Manufacturing Unit is located at E-71, Phase-II, MIDC Industrial Area, Waluj – 431 133, Taluka Gangapur, Distt. Aurangabad (Maharashtra) with Registered Head Office at Plot No. 2, Kalkaji Industrial Area, Punjsons Premises, New Delhi – 110 019. Presently Co. is one of the leading manufacturer and supplier of Rockwool Insulation Products in India and abroad with a capacity 7500 MT per annum to cater the needs of our valuable customers.

B. SIGNIFICANT ACCOUNTING POLICIES

1. METHOD OF ACCOUNTING

Financial Statements have been prepared to comply in all material aspects with applicable principles in India and the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act.

2. INVENTORIES

The raw materials, stores and spars parts are valued at cost, which is arrived on FIFO basis. Finished goods are valued at cost or at the net realizable value, whichever is lower.

3. DEPRECIATION

Depreciation is provided from the date of the assets have been installed and put to use on written down value method at the rates and in the manner prescribed by schedule XIV to the Companies Act, 1956. We have not carried out detailed assessment of the useful life and not adjusted depreciation as per the notification of Schedule II of the Companies Act, 2013.

4. FIXED ASSETS

Fixed Assets are valued at cost of acquisition, inclusive of direct incidental expenditure less accumulated depreciation.

5. SALES

Sales are net of discounts.

6. EXCISE DUTY

As more than 25% by weight of blast furnace slag have been used for manufacturing the Rockwool products by the company, therefore, Excise duty is exempted under chapter heading 68061000 vide Excise Notification No.12/2012 CE dt.17th March, 2012.

7. EMPLOYEE RETIREMENT BENEFITS

- a) Contributions to defined contribution schemes such as Provident Fund & Family Pension Fund all charged to the Profit & Loss Account as incurred.
- b) The company's liability in respect of payment of gratuity under the Payment of Gratuity Act and leave encashment has been provided on the basis of an actuarial valuation made at the end of the financial year.

C. OTHER NOTES

1. RELATED PARTY AND KEY MANAGEMENT PERSONNEL DISCLOSURE

- a. PUNJ SONS PVT. LTD.
- b. LAPINUS ROCKWOOL PVT. LTD.
- c. JATCAR AGROVISION TECH. PVT. LTD.
- d. DY AUS POWER CO. PVT. LTD.
- e. PIBCO LTD.
- f. LLOYD ROCKWOOL PVT. LTD.
- g. SUPERURETHANE PROD. PVT. LTD.
- h. PUSH PANJALI HOLDING PVT. LTD.
- i. SUMAYA INVESTMENT PVT. LTD.
- j. RAVISHIVAM INVESTMENT PVT. LTD.
- k. FIBREGLAS PVT. LTD.
- l. LLOYD PROJECT PVT. LTD.
- m. RADITA INVESTMENT PVT. LTD.
- n. NIAM HOLDINGS PVT. LTD.

B Key Management Personnel's

- a) Mr. R.P.Punj (Chairman)
- b) Mr. Gaurav Punj (Managing Director)
- c) Mr. A.K.Srivastava (Director)

LLOYD ROCKFIBRES LIMITED

2.) Related Parties transactions are as under:

(Fig. in Lakh)

| SI No. | Nature of Transactions | Associates | Subsidiaries | Key Management Personnel | Relatives of KMP |
|--------|---------------------------|------------|--------------|--------------------------|------------------|
| 1 | Sales of Goods / Services | NIL | NIL | NIL | NIL |
| 2 | Managerial Remuneration | NIL | NIL | NIL | NIL |
| 3 | Director's sitting fees | NIL | NIL | NIL | NIL |
| 4 | Advances | 0.66 | NIL | NIL | NIL |
| 5 | Loan taken (incl opening) | 190.16 | NIL | NIL | NIL |
| | Loan repayment/adjustment | NIL | NIL | NIL | NIL |
| | Closing balance | 190.16 | NIL | NIL | NIL |

2. AUDITORS REMUNERATION

| | | |
|------------------------------------|-----------|-----------|
| For Audit Fee | 93,755.00 | 93,755.00 |
| For Certification & other services | NIL | NIL |

3. REMUNERATION TO DIRECTORS

| Particulars | Year ended 31st March 15 | Year ended 31st March 14 |
|--------------------------------|--------------------------|--------------------------|
| Managing Director | | |
| Salary | - | - |
| Contribution to Provident Fund | - | - |
| Other Allowances | - | - |
| Whole Time Director | | |
| Salary | - | - |
| Contribution to Provident Fund | - | - |
| Other Allowances | - | - |
| Total Remuneration | - | - |

Provision for gratuity liability and leave encashment has not been considered, since these are actuarially determined on overall basis.

4 Statement showing computation of net profit in accordance with Section 197 read with Section 198 of the Companies Act, 2013.

| Particulars | Year ended 31st March 15 | Year ended 31st March 14 |
|---|--------------------------|--------------------------|
| Profit/(Loss) before tax | (33,44,536.56) | (1,45,31,937.60) |
| Add: Managerial Remuneration | - | - |
| Add: Loss on sale of Fixed Assets | - | - |
| Profit under Section 198 of the Companies Act, 2013 | (33,44,536.56) | (1,45,31,937.60) |
| Maximum Permissible limit @ 5 % | NIL | NIL |

5. LOANS & ADVANCES

Advances aggregating Rs.12,16,388/- (previous year Rs. 22,11,593/-) recoverable in cash or kind or for value to be received including Sundry Debtors in Schedule V is due from the companies as on 31.03.2014 where in some of the Directors are interested. Maximum amount outstanding during the year Rs. 22,11,593/-(previous year Rs. 23,44,279/-)

6. The Net Worth of the Company was completely eroded. Accordingly, company had made an application to the Hon'ble BIFR U/s 15(1) of SICA. The said registration has been declined by the BIFR.

7. The confirmation of some of the balances from suppliers and others are being procured.

8. Leasehold land has not been amortized over the period of its lease.

9. In the Opinion of Board of Directors, the current assets, loans and advances have a realizable value in the ordinary course of business at least equal to the amount at which they are stated less provisions made, if any.

10. Previous Year figures have been re-arranged/re grouped wherever necessary.

11. TAX ON INCOME/DEFERRED TAX

Current Tax is determined as the amount of tax payable in respect of taxable income for the period i.e. Deferred Tax resulting from "Timing difference" between book profit and taxable profit is accounted for using the Tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date.

12. SEGMENT REPORTING

Since the company's business activity falls within a single business and geographical segment, there are no additional disclosures to be provided under Accounting Standard 17 "Segment Reporting" other than those provided in Financial Statements.

LLOYD ROCKFIBRES LIMITED

13. EARNING PER SHARE

The Company reports Basic Earning Per Share in accordance with the Accounting Standard 20 on Earning Per Share. The Basic Earning per share is computed by dividing the net profit or loss for the year by the number of equity shares outstanding during the year.

| Sl.No. | Particulars | 2014-2015 | 2013-2014 |
|--------|--|----------------|-----------------|
| 1 | Net Profit/(Loss) after Tax available for Equity Share holders | (27,11,188.19) | (142,72,325.43) |
| 2 | Weighted average number of shares at the beginning and at the end of the year. | No. 11089700 | No. 11089700 |
| 3 | Basic/Diluted- Earnings /Loss per Share (Rs.) | (0.24) | (1.29) |

14. CASH FLOW STATEMENT

The Cash Flow statement is prepared by the indirect method set out in Accounting Standard -3 on Cash Flow Statement and presents cash flows by operating, investing and financing activities of the Company.

15. IMPAIRMENT OF ASSETS.

In the opinion of the Company's Management, there is no impairment to the assets to which Accounting Standard 28- "Impairment of Assets" applied requiring any revenue recognition.

16. ADDITIONAL INFORMATION PURSUANT TO PARAGRAPHS 3 AND 4 OF SCHEDULE-VI TO THE COMPANIES ACT, 1956: (As certified by the Directors).

a) LICENSED AND INSTALLED CAPACITY AND PRODUCTION

| | As on <u>31.03.2015</u> | As on <u>31.03.2014</u> |
|------------------------------------|----------------------------|----------------------------|
| Licensed Capacity (Mt. per Annum) | 7500.00 | 7500.00 |
| Installed Capacity (Mt. per Annum) | 7500.00 | 7500.00 |
| Production (Mt. per Annum) | NIL | 526.47 |

b) TURNOVER, CLOSING AND OPENING STOCKS OF FINISHED GOODS

| | As on 31.03.2015 Qty (Mt) | As on 31.03.2015 Value (Rs.) | As on 31.03.2014 Qty (Mt) | As on 31.03.2014 Value (Rs.) |
|--|---------------------------------|------------------------------------|---------------------------------|------------------------------------|
| TURNOVER (MANUFACTURING) | | | | |
| Rockwool Matts & Slabs | NIL | NIL | 543.08 | 118,38,034.76 |
| Pipe Section | NIL | NIL | 2.29 | 80,325.00 |
| Loose Wool | NIL | NIL | 29.08 | 3,63,550.00 |
| CLOSING STOCK (MANUFACTURING) | | | | |
| Rockwool Matts & Slabs | NIL | NIL | 0.558 | 14,787.00 |
| Pipe Section | 3.380 | 118,162.00 | 3.676 | 1,28,653.00 |
| Loose Wool | NIL | NIL | 0.508 | 6,350.00 |
| OPENING STOCK (MANUFACTURING) | | | | |
| a) Rockwool Matts & Slabs | 0.558 | 14,787.00 | 36.233 | 8,00,536.50 |
| b) Pipe Section/LW | 3.676 | 1,28,653.00 | 16.493 | 2,88,865.50 |
| c) Material Consumed (As Certified by the Management) | 1.362 | 31,635.00 | 1,572.222 | 116,28,563.91 |
| d) C.I.F. Value of Import | NIL | NIL | NIL | NIL |
| e) Expenditure in Foreign Currency | NIL | NIL | NIL | NIL |
| f) Earning in Foreign Currency (Export) | NIL | NIL | NIL | NIL |

As per our even report attached
For Dubey & Co.
Chartered Accountants

**FOR AND ON BEHALF OF THE BOARD
LLOYD ROCKFIBRES LIMITED**

(Deepak Dubey)
Proprietor
M.No.086349

Sd/-
Gaurav Punj
(Managing Director)
DIN No.00822420
Address: 10, Prithvi Raj Road,
New Delhi, 110011

sd/-
Arun Krishna Srivastava
(Director)
DIN No.00042784
Address: B-54, Sector 47,
Noida, 201301

Place: NEW DELHI
Date: 30.05.2015

LLOYD ROCKFIBRES LIMITED

NOTES TO AND FORMING PART OF BALANCE SHEET

(IN RUPEES)

| Note No. | S. No. | Particulars | Figures as at the End of Current Reporting Period (31-Mar-2015) | Figures as at the End of Previous Period (31-Mar-2014) |
|-----------|--------|--|---|--|
| A. | | SHARE CAPITAL: | | |
| | (1) | AUTHORISED: | | |
| | | 1,12,50,000 (Last Year 1,12,50,000) Equity Shares of Rs.10/-each | 112,500,000.00 | 112,500,000.00 |
| | (2) | ISSUED, SUBSCRIBED & PAID UP | | |
| | | Shares at the beginning of Accounting Period 11089700 Equity Shares of Rs.10/- Each | 110,897,000.00 | 110,897,000.00 |
| | | Additions during the Year | - | - |
| | | | 110,897,000.00 | 110,897,000.00 |
| B. | | RESERVE & SURPLUS: | | |
| | 1 | CAPITAL RESERVE-STATE INVESTMENT SUBSIDY | | |
| | | At the Beginning of the Accounting Period | 2,550,000.00 | 2,550,000.00 |
| | | Additions during the Year | - | - |
| | | At the end of the Accounting Period | 2,550,000.00 | 2,550,000.00 |
| | 2 | SURPLUS ON O.T.S (WITH ICICI & IFCI-PRINCIPAL | 16,100,000.00 | 16,100,000.00 |
| | 3 | PROFIT AND LOSS ACCOUNT | | |
| | | At the Beginning of the Accounting Period | (149,201,236.28) | (134,928,910.85) |
| | | Additions during the Year | (2,711,187.19) | (14,272,325.43) |
| | | (Balance in Statement of Profit & Loss A/C) | | |
| | | At the end of the Accounting Period | (151,912,423.47) | (149,201,236.28) |
| | | GRAND TOTAL (1+2+3) | (133,262,423.47) | (130,551,236.28) |
| C. | | LONG TERM BORROWINGS | | |
| | 1 | UNSECURED LONG TERM BORROWINGS: | | |
| | | Deferred Payment Liabilities on Sales Tax | 784,373.00 | 2,666,710 |
| | | I.C.D-M/s N.G.P.Industries Ltd. | 19,016,713.65 | 18,494,757 |
| | | GRAND TOTAL | 19,801,086.65 | 21,161,467.20 |
| D. | | CURRENT LIABILITIES | | |
| | 1 | TRADE PAYABLES | | |
| | | Sundry Creditors | 26,532,854.16 | 26,098,086.01 |
| | | | 26,532,854.16 | 26,098,086.01 |
| E. | | OTHER CURRENT LIABILITIES | | |
| | 1 | Fees & Taxes | 1,195.51 | - |
| | 2 | PROFESSIONAL TAX PAYABLE | 175.00 | 175.00 |
| | 3 | VAT Payable | 23,741.00 | 559.00 |
| | 4 | CST Payable | 50.23 | - |
| | 5 | TDS Payable | 1,250.00 | 6,556.00 |
| | 7 | Other Current Liabilities | 993,479.00 | 118,836.00 |
| | | | 1,019,890.74 | 126,126.00 |
| F. | | SHORT-TERM PROVISIONS | | |
| | (a) | Provision for Employee Benefits | 24,101.00 | 56,019.00 |
| | (b) | Other Provisions | 1,110,767.00 | 1,091,392.00 |
| | (b) | Loan advances | 26,778.00 | |
| | | | 1,162,646.00 | 1,147,411.00 |

LLOYD ROCKFIBRES LIMITED

NOTES TO AND FORMING PART OF BALANCE SHEET

(IN RUPEES)

| Note No. | S. No. | Particulars | Figures as at the End of Current Reporting Period (31-Mar-2015) | Figures as at the End of Previous Period (31-Mar-2014) | |
|----------|--------|---|---|--|----------------------|
| G. | (a) | FIXED ASSETS | | | |
| | (i) | TANGIBLE ASSETS | | | |
| | | GROSS BLOCK | | | |
| | | ASSETS | OP. BALANCE | ADDITION | |
| | | DELETION | TOTAL | | |
| | 1 | Leasehold Land | 1,749,142 | - | 1,749,142.00 |
| | 2 | Factory Building | 20,959,484 | - | 20,959,484.00 |
| | 3 | Plant & Equipments | 49,094,077 | - | 48,420,087.00 |
| | 4 | Furniture & Fixtures | 439,299 | - | 439,299.00 |
| | 5 | Vehicles | 3,187,388 | - | 1,117,458.00 |
| | 6 | Office Equipments | 702,290 | - | - |
| | 7 | Computers | 1,003,155 | - | 1,003,155.00 |
| | | TOTAL OF THIS YEAR | 77,134,835.00 | - | 73,688,625.00 |
| | | GRAND TOTAL | 77,134,835.00 | - | 73,688,625.00 |
| | | TOTAL OF THE PREVIOUS YEAR | | | |
| | | DEPRECIATION BLOCK | | | |
| | 1 | Leasehold Land | - | - | - |
| | 2 | Factory Building | 15,176,674 | 556,954 | 15,733,628.00 |
| | 3 | Plant & Equipments | 39,488,829 | 348,964 | 33,373,148.00 |
| | 4 | Furniture & Fixtures | 375,515 | 10,785 | 386,300.00 |
| | 5 | Vehicles | 2,887,188 | 48,359 | 1,113,217.00 |
| | 6 | Office Equipments | 552,677 | 16,130 | - |
| | 7 | Computers | 979,018 | 8,934 | 987,952.00 |
| | | TOTAL OF THIS YEAR | 59,459,901.00 | 990,126.00 | 51,594,245.00 |
| | | GRAND TOTAL | 59,459,901.00 | 990,126.00 | 51,594,245.00 |
| | | TOTAL OF THE PREVIOUS YEAR | | | |
| | | NET BLOCK | | LAST YEAR | THIS YEAR |
| | 1 | Leasehold Land | | 1,749,142 | 1,749,142.00 |
| | 2 | Factory Building | | 5,782,810 | 5,225,856.00 |
| | 3 | Plant & Equipments | | 9,637,779 | 8,963,789.00 |
| | 4 | Furniture & Fixtures | | 63,784 | 52,999.00 |
| | 5 | Vehicles | | 300,200 | 4,241.00 |
| | 6 | Office Equipments | | 149,613 | - |
| | 7 | Computers | | 25,977 | 15,587.28 |
| | | TOTAL OF THIS YEAR | | 17,709,305.00 | 16,011,614.43 |
| | | GRAND TOTAL | | 18,901,485.00 | 22,094,380.00 |
| | | TOTAL OF THE PREVIOUS YEAR | | | |
| H. | (b) | NON CURRENT INVESTMENT: | | | |
| | | Investment In Gold (At cost) | 72,386.00 | | 72,386.00 |
| | | | 72,386.00 | | 72,386.00 |
| I. | (c) | LONG TERM LOANS AND ADVANCES: | | | |
| | | Security Deposits (Unsecured Considered Good Unless Otherwise Stated) R.P.Punj (Deferred Sales Tax Recoverable) | 724,781.76 | | 727,024.76 |
| | | | - | | 1,034,740.00 |
| | | | 724,781.76 | | 1,761,764.76 |
| 2. | | CURRENT ASSETS | | | |
| J. | (a) | INVENTORIES: | | | |
| | | (As Taken, Valued & Certified by the Management) | | | |
| | 1 | Raw Materials | 470,828.92 | | 478,546.92 |
| | 2 | Finished Goods | 143,447.00 | | 149,797.00 |
| | | | 614,275.92 | | 628,343.92 |

LLOYD ROCKFIBRES LIMITED

NOTES TO AND FORMING PART OF BALANCE SHEET

(IN RUPEES)

| Note No. | S. No. | Particulars | Figures as at the End of Current Reporting Period (31-Mar-2015) | Figures as at the End of Previous Period (31-Mar-2014) |
|----------|--------|---|---|--|
| K. | (b) | TRADE RECEIVABLES: (Unsecured Considered Good Unless Otherwise Stated) (1) Debts Outstanding for a period exceeding Six months from the date they are due (2) Other Debts | 9,309,522.36 - | 10,414,594.29 - |
| | | | 9,309,522.36 | 10,414,594.29 |
| L. | (c) | CASH & CASH EQUIVALENTS : (a) BALANCE WITH BANKS In Current Accounts: (b) Cash in Hand | 214,796.87 36,252.86 251,049.73 | 161,231.57 46,365.86 207,597.43 |
| M. | (d) | SHORT TERM LOANS & ADVANCES: (Unsecured Considered Good Unless Otherwise Stated) Advances recoverable in Cash or in kind for the Value to be received (1) Advance to Parties (2) Recievable from Revenue Authorities (3) Current Year's Taxes Recoverable (Net of Liability) | 644,808.51 101,353.00 746,161.51 | 726,104.51 101,353.00 827,457.51 |
| N. | (e) | OTHER CURRENT ASSETS: Interim Deposit- Sales Tax Appeal | 530,500.00 530,500.00 | - - |
| O. | | CONTINGENT LIABILITIES AND COMMITMENTS (To the extent not provided for) | | |
| | i | CONTINGENT LIABILITIES (a) Claim Against the Company not acknowledged as Debts; (b) Guarantees; (c) Other money for which the Companay is Contigently Liable. (d) Claims against the Company not Acknowledged as debts. (e) The Company has received a notice from Maharashtra Industrial Development Corporation (MIDC) raising the demand of Rs.197.00 Lacs for failure of submission of building plans, commencement of construction of building and production permission on time. The Company sought legal opinion and filed a Writ Petition in the High Court of Judicature of Bombay, bench at Aurangabad (Maharashtra). The matter is SubJudice. The quantum of final demand is not ascertainable. (f) The Company had received notice from the Joint Commissioner of Maharashtra Vat Department for the periods 2009-2010 & 2010-2011, with demands totalling Rs. 32,59,590/-, for non submission of statutory forms.The Company has paid interim deposits of Rs. 1,80,000/- for FY- 2009-2010 and Rs. 3,50,500/- for FY- 2010-2011. An order has been subsequently passed by Joint Commissioner (Appeals) making a demand of Rs. 12,27,340/-. The Company proposes to appeal against this order at VAT Tribuinal Mumbai. | NIL NIL NIL NIL | NIL NIL NIL NIL |
| | ii | COMMITMENTS (a) Estimated amount of contracts remaining to be executed on Capital account and not provided for; (b) Uncalled Liabilty on Shares & other Investments Partly Paid; | NIL NIL | NIL NIL |
| P. | | THE AMOUNT OF DIVIDENDS PROPOSED TO BE DISTRIBUTED TO EQUITY AND PREFERENCE SHAREHOLDERS FOR THE PERIOD Amount per Equity Share | NIL | NIL |
| Q. | | ISSUE OF SECURITIES FOR SPECIFIC PURPOSE | NIL | NIL |
| R. | | Detail of any Assets other than Fixed Assets & Non-Current Investments which do not have a Value on Realisation in the ordinary course of business atleast equal to the Amount at which they are stated. | NIL | NIL |

LLOYD ROCKFIBRES LIMITED

ADDITIONAL INFORMATION NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2015

| | | (IN RUPEES) | | | |
|----------------------------------|----------|---|--|---|-------------------------------------|
| Note No. | S. No. | Particulars | Figures as at the End of Current Reporting Period (31-Mar-2015) | Figures as at the End of Previous Period (31-Mar-2014) | |
| A. SHARE CAPITAL: | | | | | |
| | 1 | ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL INCLUDES | | | |
| | | Alloted as fully Paid up by way of Bonus Shares within the Last Five Years No. of Equity Shares of Rs. 10 Each | NIL | | NIL |
| | 2 | Shares in the Company held by each Shareholder Holding more than 5 per cent Shares (Equity shares in Nos. of Rs.10 each) | | | |
| | | Pushpanjali Holdings Pvt Ltd | 1,384,800.00 | 1,384,800.00 | |
| | | NGP Industries Ltd | 2,285,000.00 | 2,285,000.00 | |
| | | Bodies Corporate | 1,452,600.00 | 1,452,600.00 | |
| | | Individual Shareholder Nominal Share capital excess of Rs. 1 lacs | 905,500.00 | 905,500.00 | |
| | | Any others- NRI | <u>1,010,000.00</u> | <u>1,010,000.00</u> | 29,217,300.00 |
| | 3 | Reconciliation of shares outstanding at the beginning and at the end of the reporting period | | | |
| | | Equity Shares | <u>In Nos.</u> | <u>Amount in Rs.</u> | <u>In Nos.</u> <u>Amount in Rs.</u> |
| | | At the beginning of the period | 11,089,700.00 | 110,897,000.00 | 11,089,700.00 110,897,000.00 |
| | | Issued during the period | - | - | - - |
| | | Outstanding at the end of the period | <u>11,089,700.00</u> | <u>110,897,000.00</u> | <u>11,089,700.00 110,897,000.00</u> |
| | 4 | Terms /Rights attached to equity shares | | | |
| | | The company has only one class of equity shares having a face value of Rs10/-per share.Each holder of equity shares is entitled to one vote per share.The dividend declared if any is payable in Indian rupees. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.The distribution will be in proportion to the number of equity shares held by the shareholders. | | | |
| C. LONG TERM BORROWINGS | | | | | |
| | 1 | Term Loan Facilities Availed From | NIL | | NIL |
| | | Is Secured against Plant & Machinery Company's immovable properties forming part of the Collateral Security & the Directors has Given their Personal Guarantee for the same Loan is repayable in equal monthly Instalments of Rs, each | | | |
| | 2 | Term Loan Facilities Availed From | NIL | | NIL |
| | | Is Secured against Car & Directors has Given their Personal Guarantee for the same Loan is repayable in equal monthly Instalments of Rs, each | | | |
| | 3 | Loans From Directors | NIL | | NIL |
| F. SHORT-TERM BORROWINGS: | | | | | |
| | 1 | Cash Credit Facilities Availed From | NIL | | NIL |
| | | Is Secured Against Hypothecation of Inventories and Book Debts Company's Immovable Properties Forming Part of the Collateral Security And the Directors has Given their Personal Guarantee for the same Loan is Reapyable on demand | | | |

LLOYD ROCKFIBRES LIMITED

NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED (IN RUPEES)

| Note No. | Particulars | Figures as at the End of Current Reporting Period (31-Mar-2015) | Figures as at the End of Previous Period (31-Mar-2014) |
|-------------|---|---|--|
| PL-1 | <u>REVENUE FROM OPERATIONS</u> | | |
| a | Product Sales | 785,951.84 | 12,281,909.76 |
| b | Trading Sale | - | 1,999,469.00 |
| | Net Revenue from Operations | <u>785,951.84</u> | <u>14,281,378.76</u> |
| PL-2 | <u>OTHER INCOME:</u> | | |
| a | Interest Income | 432.00 | 182,637.00 |
| b | Misc Income | 8,476.00 | 2,637,480.00 |
| c | Amount Written Off | - | 6,762.00 |
| d | Profit on Sale of Assets | 582,747.64 | - |
| e | Tax -Refund | 17,330.00 | - |
| f | Interest Received on Water Deposit | 3,400.00 | - |
| | | <u>612,385.64</u> | <u>2,826,879.00</u> |
| PL-3 | <u>COST OF MATERIALS CONSUMED:</u> | | |
| | Purchases Raw Materials & Packing Materials | - | 6,669,354.00 |
| | Add: Opening Balance of Stock | <u>478,546.92</u> | <u>3,757,087.31</u> |
| | | 478,546.92 | 10,426,441.31 |
| | Less: Closing Balance of Stock | <u>470,828.69</u> | <u>478,546.92</u> |
| | Add: Trading Purchase | - | 1,483,752.90 |
| | Consumption of Materials | <u>7,718.23</u> | <u>11,431,647.29</u> |
| PL-4 | <u>CHANGES IN INVENTORIES</u> | | |
| | <u>FINISHED GOODS</u> | | |
| | At the Beginning of the Accounting Period | 149,797.00 | 1,089,402.00 |
| | At the End of the Accounting Period | <u>143,447.00</u> | <u>149,797.00</u> |
| | | 6,350.00 | 939,605.00 |
| | GRAND TOTAL | <u>6,350.00</u> | <u>939,605.00</u> |
| PL-5 | <u>EMPLOYEE BENEFITS EXPENSE</u> | | |
| | Salary & Wages | - | 1,590,523.00 |
| | Office Staff Salary | - | 731,356.00 |
| | Director's Remuneration | - | - |
| | Workers & Staff Welfare | - | 87,900.00 |
| | Bonus | - | - |
| | | - | <u>2,409,779.00</u> |
| PL-6 | <u>FINANCIAL COSTS:</u> | | |
| | Interest | 8,685.00 | - |
| | | <u>8,685.00</u> | - |
| PL-7 | <u>DEPRECIATION AND AMORTZATION EXPENSE:</u> | | |
| | Depreciation | 642,619.00 | 1,621,200.15 |
| | | <u>642,619.00</u> | <u>1,621,200.15</u> |
| PL-8 | <u>OTHER EXPENSES:</u> | | |
| A | <u>MANUFACTURING EXPENSE :</u> | | |
| | Freight Inward | - | 1,767,204.00 |
| | Power & Water | 187,819.00 | 1,595,137.00 |
| | Labour Charges & Consultancy Charges | 30,300.00 | 939,802.00 |
| | | <u>216,119.00</u> | <u>4,302,143.00</u> |

LLOYD ROCKFIBRES LIMITED

| | | | |
|----------|--|---------------------|----------------------|
| B | <u>ADMINISTRATIVE EXPENSE</u> | | |
| | Bank Charges | 6,122.19 | 130,571.63 |
| | Conveyance Expenses | 123,462.00 | 373.00 |
| | CST Paid-09-10 | - | 2,366.00 |
| | Fees And Taxes | 743,304.62 | 296,063.98 |
| | Festival Celebration Expenses | - | 3,391.00 |
| | Fooding Expenses | 461,892.00 | 561,481.00 |
| | Insurance | - | 121,588.00 |
| | Air & Water Pollution | - | 25,000.00 |
| | Professional & Legal Expenses | 804,703.00 | 757,667.00 |
| | Loading & Unloading | 23,625.00 | 67,384.00 |
| | Office Expenses | 50,382.00 | 49,912.00 |
| | Payment to Auditors | 95,506.00 | 95,506.00 |
| | Postage & Courier Expenses | 7,527.00 | 17,093.00 |
| | Printing & Stationery | 118,992.00 | 126,596.00 |
| | Repair & Maintenance | 7,100.00 | 179,064.00 |
| | Security Guard Expenses | - | 276,574.00 |
| | Telephone Expenses | 11,050.00 | 65,252.00 |
| | Testing and Inspection Fees | - | 2,350.00 |
| | Vehicle Running | 3,210.00 | 4,760.00 |
| | Other Expenses | 319,655.00 | 174,210.00 |
| | Bad Debts | 506,923.00 | 7,749,076.66 |
| | Short & Excess | 9,013.00 | |
| | | 3,292,466.81 | 10,706,279.27 |
| C | <u>SELLING & DISTRIBUTION EXPENSE</u> | | |
| | Travelling Expenses | 568,925.00 | 222,696.00 |
| | Business Promotion | - | 6,845.00 |
| | | 568,925.00 | 229,541.00 |
| | GRAND TOTAL (A+B+C) | 4,077,510.81 | 15,237,963.92 |

ADDITIONAL INFORMATIONS TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015

| | | | |
|--|---|-----------|-----------|
| <u>PAYMENT TO THE AUDITORS AS</u> | | | |
| | Auditor | 95,506.00 | 95,506.00 |
| | Total | 95,506.00 | 95,506.00 |
| a. | VALUE OF IMPORTS CALCULATED ON C.I.F BASIS BY THE COMPANY DURING THE FINANCIAL YEAR IN RESPECT OF | | |
| I | Raw Materilas | NIL | NIL |
| II | Components & Spare Parts | NIL | NIL |
| III | Capital Goods | NIL | NIL |
| | TOTAL | - | - |
| b. | Expenditure in Foreign Currency during the Financial year on Account of: | | |
| | Royalty | NIL | NIL |
| | Knowhow | NIL | NIL |
| | Professional & Consultation Fees | NIL | NIL |
| | Interest | NIL | NIL |
| | Foreign Travelling | NIL | NIL |
| | Fees And Taxes | NIL | NIL |
| | TOTAL | - | - |

LLOYD ROCKFIBRES LIMITED

| | | | |
|-----------|---|----------|---------------|
| C. | Break Up of Consumption | | |
| I | RAW MATERIALS; | | |
| | TOTAL CONSUMPTION | 7,718.23 | 11,431,647.29 |
| | Indigenous Value | 7,718.23 | 11,431,647.29 |
| | % of TOTAL | 100.00 | 100.00 |
| | Imported Value | - | - |
| | % of TOTAL | - | - |
| II | SPARE PARTS AND COMPONENTS | | |
| | TOTAL CONSUMPTION | - | - |
| | Indigenous Value | - | - |
| | % of TOTAL | - | - |
| | Imported Value | - | - |
| | % of TOTAL | - | - |
| D. | The Amount Remitted during the year in Foreign Currencies on account of Dividends | NIL | NIL |
| E. | Earning in Foreign Exchange | | |
| I | Export of Goods on FOB Basis | NIL | NIL |
| II | Royalty, Knowhow, Professional and Consultancy Fees; | NIL | NIL |
| III | Interest and Dividends | NIL | NIL |
| IV | Other Income | NIL | NIL |
| | TOTAL | NIL | NIL |

For Dubey & Co.
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD
LLOYD ROCKFIBRES LIMITED

(Deepak Dubey)
Proprietor
M.No.086349

Gaurav Punj
(Managing Director)
DIN No.00822420
Address: 10, Prithvi Raj Road,
New Delhi, 110011

Arun Krishna Srivastava
(Director)
DIN No.00042784
Address: B-54, Sector 47,
Noida, 201301

Place: NEW DELHI
Date: 30.05.2015

LLOYD ROCKFIBRES LIMITED

CASH FLOW STATEMENT FOR CONSOLIDATED ACCOUNTS OF M/s LLOYD ROCKFIBRES LTD. FOR THE YEAR ENDED ON 31ST March 2015 (PURSUANT TO THE LISTING AGREEMENT WITH STOCK EXCHANGE)

| | | Year Ended 31.03.2015 |
|---|----------|--------------------------|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| NET PROFIT/LOSS BEFORE TAX AND EXTRA-ORDINARY ITEMS | | (3,344,546) |
| ADJUSTED FOR | | |
| ADD: DEPRECIATION | | 642,619 |
| INTEREST INCOME | | (432) |
| INTEREST PAID | | 8,685 |
| OPERATING PROFIT/ (LOSS) BEFORE WORKING CAPITAL CHANGES | | (2,693,674) |
| CHANGE IN | | |
| TRADE RECEIVABLES | | 1,105,072 |
| INVENTORIES | | 14,068 |
| OTHER CURRENT ASSETS | | (449,204) |
| TRADE PAYABLES | | 434,760 |
| OTHER CURRENT LIABILITY | | 909,007 |
| CASH (USED) / GENERATED FROM OPERATIONS | | 2,013,703 |
| TAX PAID/PAYABLE/ADVANCE TAX | | - |
| NET CASH (USED) /GENERATED FROM OPERATING ACTIVITIES | A | (679,971) |
| B CASH FLOWS FROM INVESTING ACTIVITIES | | |
| INTEREST RECEIVED | | 432 |
| LOAN AND ADVANCE | | 1,036,983 |
| SALE OF FIXED ASSTES | | 1,055,074 |
| NET CASH (USED) /GEBERATED IN INVESTING ACTIVITIES | B | 2,092,489 |
| C CASH FLOWS FROM FINANCING ACTIVITIES | | |
| INTEREST PAID | | (8,685) |
| LOANS RECEIVED/PAYMENTS (NET) | | (1,360,381) |
| NET CASH GENERATED / (USED) FROM FINANCING ACTIVITIES | C | (1,369,066) |
| NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENT(A+B+C) | | 43,453 |
| CASH AND CASH EQUIVALENT-OPENING | A | 207,597 |
| CASH AND CASH EQUIVALENT-CLOSING | B | 251,050 |

For Dubey & Co.
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD
LLOYD ROCKFIBRES LIMITED

(Deepak Dubey)
Proprietor
M.No.086349

Gaurav Punj
(Managing Director)
DIN No.00822420
Address: 10, Prithvi Raj Road,
New Delhi, 110011

Arun Krishna Srivastava
(Director)
DIN No.00042784
Address: B-54, Sector 47,
Noida, 201301

Place: NEW DELHI
Date: 30.05.2015

LLOYD ROCKFIBRES LIMITED

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

LLOYD ROCKFIBRES LIMITED

Regd. Office: Plot No. 2, Punjsons Premises,
Kalkaji Industrial Area, New Delhi-110019
Tel: 01126462157 Fax: 01126464344
Web Site: www.lrfl.in, E-Mail: gpl3@vsnl.com
CIN: L20293DL1989PLC218564

FORM NO. MGT-11

26th Annual General Meeting – March 19th 2016

| | |
|-------------------------------|--|
| Name of Member(s) | |
| Registered address | |
| E Mail Id | |
| Folio No. / DP ID - Client ID | |

I / We, being the member(s) of shares of the above named Company, hereby appoint:

- 1) Name: E-Mail
Address:
Signature Or failing him / her
- 2) Name: E-Mail
Address:
Signature Or failing him / her
- 3) Name: E-Mail
Address:
Signature Or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 19th day of March, 2016, at 11:30 A.M. at Plot No. 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item No. | Resolutions Ordinary Business | For | Against |
|----------|---|-----|---------|
| 1. | Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015 | | |
| 2. | Appointment of M/s Dubey & Co., Chartered Accountants as Statutory Auditors of the Company | | |

LLOYD ROCKFIBRES LIMITED

| Item No. | Resolutions Special Business | For | Against |
|----------|---|----------|---------|
| 3. | Appointment of Mr. Gaurav Punj as Managing Director | Ordinary | |
| 4. | Appointment of Mr. Vijay Kumar Sharma as Independent Director | Ordinary | |
| 5. | Appointment of Mr. Arun Krishna Shrivastava as Director | Ordinary | |

Signed this day of 2016

Affix
Re.1/-
Revenue
Stamp

Signature of the Shareholder

Signature of the Proxy Holder(s)

NOTE:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

LLOYD ROCKFIBRES LIMITED

LLOYD ROCKFIBRES LIMITED

ATTENDANCE SLIP

Regd. Office: Plot No. 2, Punjsons Premises,
Kalkaji Industrial Area, New Delhi-110019
Tel: 01126462157 Fax: 01126464344
Web Site: www.lrfl.in, E-Mail: gpl3@vsnl.com
CIN: L20293DL1989PLC218564

Folio No. / DP ID / CLIENT ID

No. of Shares held

I certify that I am a member / proxy for the member of the Company

I record my presence at the 26th Annual General Meeting of the Company at the registered office of the Company at Plot No. 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019 on Saturday, the 19th day of March, 2016, at 11:30 A.M.

Name of the Member/Proxy
(in BLOCK letters)

Signature of the Member/Proxy

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2015 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2015 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

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POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c)
of the Companies (Management and Administration) Rules, 2014

Form MGT-12

LLOYD ROCKFIBRES LIMITED

Regd. Office: Plot No. 2, Punjsons Premises,
Kalkaji Industrial Area, New Delhi-110019
Tel: 01126462157 Fax: 01126464344
Web Site: www.lrfl.in, E-Mail: gpl3@vsnl.com
CIN: L20293DL1989PLC218564

1. Name(s) & Registered Address of the Sole/First Named Member :
2. Name(s) of the Joint Holders(s), :
If Any
3. Registered Folio Number/
DP ID No./Client ID No*
(* Applicable To investors holding
shares in demat form) :
4. Number of Equity Share(s) held :
5. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 26th Annual General Meeting (AGM) of the Company to be held on Saturday, 19th September, 2016 by recording my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

| Item No. | Description of Resolutions | Type of resolution (Ordinary/Special) | No. of Equity shares for which votes cast | (FOR) I/We assent to the Resolution | (AGAINST) I/We dissent to the Resolution |
|----------|---|---------------------------------------|---|-------------------------------------|--|
| 1 | Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended on March 31, 2015 | Ordinary | | | |
| 2 | Appointment of M/s Dubey & Co., Chartered Accountant as Statutory Auditors of the Company. | Ordinary | | | |
| | Special Business | | | | |
| 3 | Appointment of Mr. Gaurav Punj as Managing Director | Ordinary | | | |
| 4 | Appointment of Mr. Vijay Kumar Sharma as Independent Director | Ordinary | | | |
| 5 | Appointment of Mr. Arun Krishna Srivastava as Director | Ordinary | | | |

Date :
Place :

Signature of the Member

Notes: Please read the instructions printed overleaf carefully before exercising your vote.

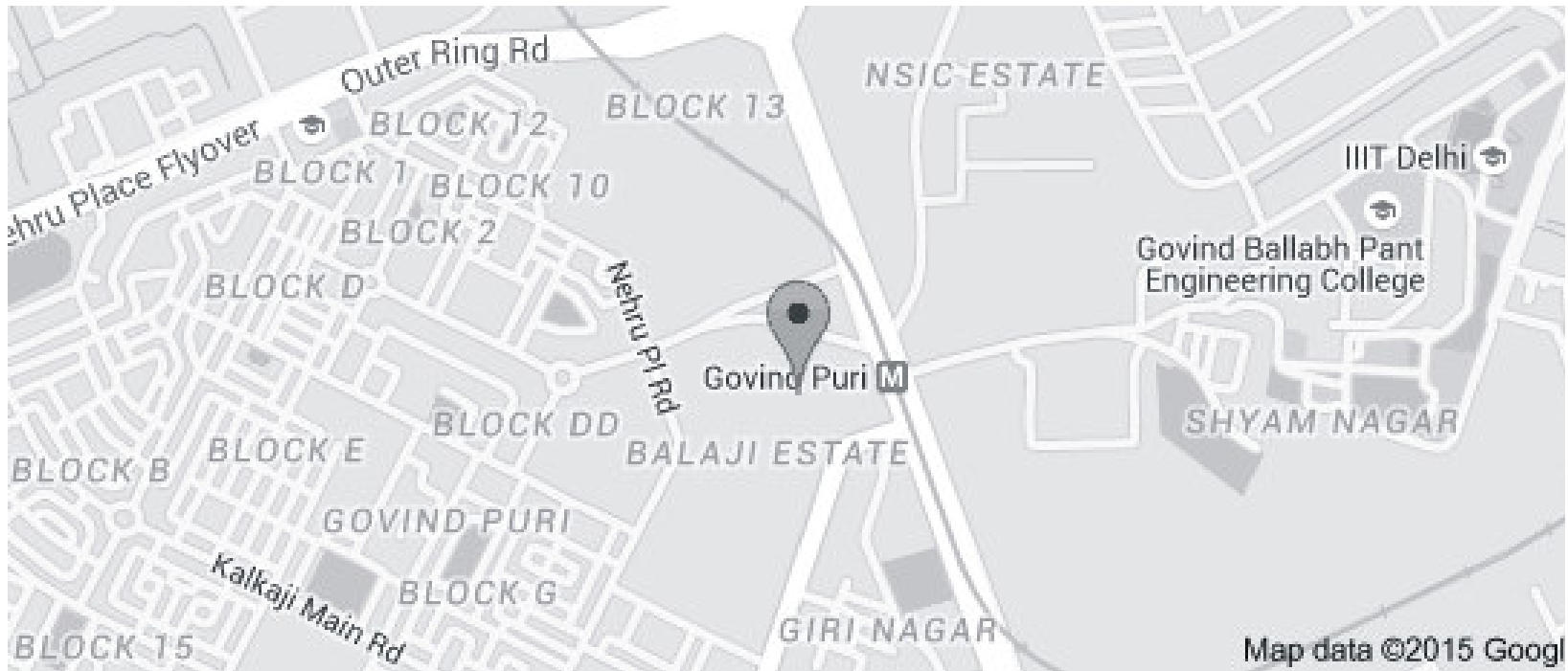
INSTRUCTIONS

- 1) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 2) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
- 3) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

- 1) The Form should be complete and signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
- 2) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution /Authorization.
- 3) Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark the column provided in the Ballot.
- 4) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Monday, 14th March, 2016 as per the Register of Members of the Company.
- 5) A Member may request for a duplicate Ballot Form, if so required.
- 6) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 7) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 8) The results declared along with Scrutinizer's Report, shall be communicated to the Bombay Stock Exchange Limited.

Route Map for the venue of AGM of Lloyd Rockfibres Limited to be held on
Saturday, 19th March 2016 at 11.30 am at the Registered office of the Company.
Land Mark - Govindpuri Metro Station



BOOK POST

If Undelivered, please return to:

LLOYD ROCKFIBRES LIMITED

Plot No. 2, Punjsons Premises,
Kalkaji Industrial Area,
New Delhi- 110019