

# LLOYD ROCKFIBRES LIMITED

## BOARD OF DIRECTORS

**SHRI R.P.PUNJ**  
CHAIRMAN

**SHRI GAURAV PUNJ**  
MANAGING DIRECTOR

**SHRI B.D.MALLIAH**  
DIRECTOR

**SHRI A.K.SRIVASTAVA**  
DIRECTOR

**SHRI V.K. SHARMA**  
DIRECTOR

**SHRI A.C. SHARMA**  
DIRECTOR

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

## REGISTRAR AND SHARE TRANSFER AGENT

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

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

## BANKERS

**ORIENTAL BANK OF COMMERCE,  
NEW DELHI**

**BANK OF BARODA,  
AURANGABAD**

## REGISTERED OFFICE

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

Phone No. : 011-26462157

Fax No. : 011-26464344

E-mail : [gpl3@vsnl.com](mailto:gpl3@vsnl.com)

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

**CIN- L20293DL1989PLC218564**

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# LLOYD ROCKFIBRES LIMITED

## NOTICE

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of Lloyd Rockfibres Limited will be held on Friday, 30<sup>th</sup> day of September, 2016 at 11.30 A.M. at the registered office of the Company situated at Plot No.2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ravinder Prakash (DIN: 00686475), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:  
"RESOLVED THAT on the recommendation of Audit Committee, M/s. Dubey & Co., Chartered Accountants, (Firm Registration Number: 007515N), be and is hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting at a remuneration as may be agreed to mutually between the Board and the Statutory Auditors."

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

Date : August 08, 2016  
Place: New Delhi

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM (MGT-11) IS ENCLOSED.**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. **DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER PURSUANT TO REGULATION 36(3) SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:**

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

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Directorship held in other Companies	1. RAVISHIVAM INVESTMENTS PRIVATE LIMITED 2. SUMAYA INVESTMENTS PRIVATE LIMITED 3. FIBERGLAS PVT LTD 4. PUSHPANJALI HOLDINGS PRIVATE LIMITED 5. PUNJ SONS PRIVATE LIMITED 6. SUPER URETHANE PRODUCTS PRIVATE LIMITED 7. LLOYD ROCKWOOL PRIVATE LIMITED 8. PIBCO LIMITED 9. LLOYD BITUMEN PRODUCTS PRIVATE LIMITED
Directorship held in Listed entities (other than Lloyd Rockfibres Limited)	Nil
Membership of Committees of the Board the Board (only Listed Entities) in which Chairmanship membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	2
No. of Board Meeting attended during the year	4
Terms & Conditions of appointment/ re-appointment	Not applicable since the re-appointment is made as a Director liable to retire by rotation.
Numbers of shares held in the Company	390030
Past Remuneration	NIL
Relationship with other Directors	Father of Mr. Gaurav Punj, Managing Director of the Company.

6. Members may note that the Notice of the Annual General Meeting and the Annual Report for 2015-16 will also be available at the Company's Registered Office at Plot No.2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019 for inspection during normal business hours on working days. Even after registering for e-communication, members can obtain the said documents in physical form; upon making a request for the same, by post free of cost. For any communication, the shareholders can also post requests to the Company's investor email id:gpl3@vsnl.com.
7. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
8. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
9. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to the Company's Registrar & Share Transfer Agent quoting their registered folio number.
10. SEBI has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar and Share Transfer Agent, Indus Portfolio Pvt. Ltd.(RTA).
11. Members desirous of having any information regarding accounts are requested to address their queries to the Manager (Finance) at the registered office of the Company at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.
12. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.

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## 14 Voting through electronic means

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

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

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> September 2016, and ends on 29<sup>th</sup> September 2016, During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant LLOYD ROCKFIBRES LIMITED on which you choose to vote.

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- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

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

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

Date : August 08, 2016  
Place: New Delhi

# LLOYD ROCKFIBRES LIMITED

## BOARD'S REPORT

To,  
The Members,  
Lloyd Rockfibres Limited

Your Directors are pleased to present their report on the affairs of the company for the Financial Year ended March 31, 2016.

### FINANCIAL SUMMARY OF THE COMPANY

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

### KEY HIGHLIGHTS

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

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

### REVIEW OF OPERATIONS/ STATEMENT OF AFFAIRS

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

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

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

### CHANGE IN THE NATURE OF BUSINESS

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

### DIVIDEND & RESERVES

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

### SHARE CAPITAL

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

### NUMBER OF MEETINGS OF THE BOARD

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

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

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

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

- **KEY MANAGERIAL PERSONNEL**

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

### **DECLARATION BY INDEPENDENT DIRECTORS.**

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

### **LISTING**

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

### **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

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

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors state that:

- a) in the preparation of the annual accounts for the Financial year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- 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, 2016 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.

### **FORMAL ANNUAL EVALUATION**

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

### **CORPORATE GOVERNANCE**

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

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

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

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

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## RISK MANAGEMENT

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

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

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

## INTERNAL FINANCIAL CONTROLS

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

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

## SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

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

## AUDITORS

### Statutory Auditors

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

### Cost Auditors

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

### Secretarial Auditor

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

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

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

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



## LLOYD ROCKFIBRES LIMITED

### DISCLOSURES:

#### Audit Committee

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

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

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

#### Nomination and Remuneration Committee

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

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

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

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

#### Shareholder Relationship Committee:

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

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

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

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

#### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

#### Vigil Mechanism

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

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

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

# LLOYD ROCKFIBRES LIMITED

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

### CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

#### (A) Conservation of energy:

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

#### (B) Technology absorption

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

### FOREIGN EXCHANGE EARNINGS AND OUTGO

(Amount in Rs.)

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

### DEPOSIT

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

### EXTRACT OF ANNUAL RETURN

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

### PARTICULARS OF EMPLOYEES

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

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

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

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

## LLOYD ROCKFIBRES LIMITED

- 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 31<sup>st</sup> March 2016)**

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 WAS PAID TO ANY DIRECTOR OR KMP DURING THE FINANCIAL YEAR 2015-2016**
- 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. **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 the financial year 2015 -16.
- f. **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 2015 -16.
- g. **Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(2) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014 :** N.A.

### PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

No complaint was received during the year.

### GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares/ ESOP) to employees of the Company under any scheme.
4. Managing Director has not receive any remuneration or commission from any of its subsidiaries, as there is no subsidiary of your Company.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### 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 : 08.08.2016  
Place: New Delhi

# LLOYD ROCKFIBRES LIMITED

ANNEXURE I

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)  
Company does not have any subsidiary/ associate companies/ joint ventures.

Sl. No.	Particulars	Details	
1.	Name of the subsidiary	N.A	
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period		
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		
4.	Share capital		
5.	Reserves & surplus		
6.	Total assets		
7.	Total Liabilities		
8.	Investments		
9.	Turnover		
10.	Profit before taxation		
11.	Provision for taxation		
12.	Profit after taxation		
13.	Proposed Dividend		
14.	% of shareholding		

**Notes:** The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

#### Part "B": Associates and Joint Ventures

### Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Name 1	Name 2	Name 3
1. Latest audited Balance Sheet Date	N.A.		
2. Date on which the Associate or Joint Venture was associated or Acquired			
3. Shares of Associate/Joint Ventures held by the company on the year end No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding%			
4. Description of how there is significant influence			
5. Reason why the associate/joint venture is not consolidated			
6. Net worth attributable to shareholding as per latest audited Balance Sheet			
7. Profit/Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

**For and on behalf of the Board of Directors**

Place: New Delhi  
Date: 08.08.2016

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

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ANNEXURE II

## **Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

**1. Details of contracts or arrangements or transactions not at arm's length basis: NOT APPLICABLE**

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) date(s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

**2. Details of material contracts or arrangement or transactions at arm's length basis: NOT APPLICABLE**

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any:
- (f) Amount paid as advances, if any:

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 : 08.08.2016  
Place: New Delhi

# LLOYD ROCKFIBRES LIMITED

ANNEXURE III

## SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2016

*[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 there on.

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 31<sup>st</sup> 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 there under 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

## LLOYD ROCKFIBRES LIMITED

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)**
- (vi) The Company has neither carried any manufacturing nor any trading activity (except for a merger 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 **as applicable.**
- (ii) Listing Agreement as applicable from 1st April, 2015 to 30th November, 2015 (excluding clause 49, "Corporate Governance" as it is not applicable on Company as per SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (excluding regulation 17 to 27 and clause (b) to (i) of the sub-regulation (2) of regulation 46 and Para C, D, and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) as applicable from 1st December, 2015 onwards for the financial year 2015-16.

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. **A part of the shareholders belonging to "Promoter group" are still holding shares in physical form.**
4. **In respect of the Board resolutions (BR) dated 30.03.2015 regarding appointment of Mr. Gaurav Punj as Managing Director forms MGT 14 & MR 1 are yet to be filed.**
5. **In respect of Nomination and Remuneration Policy, Risk Management Policy, Whistle Blower Policy, Familiarisation programme of Independent Director, Terms and Conditions of appointment of Independent Director(s), the website of the Company is not updated.**
6. **Aoc 4 XBRL & Mgt 7 in respect for the financial year 2014-15 are yet to be filed.**
7. **Mgt 14 for approval of Board Report for financial Year 2014-15 is yet to be filed.**

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 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. **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 there under. As confirmed by the management Companies (Cost Records and Audit) Amendment Rules, 2014 were not applicable on the Company during the Audit period.**
2. **The equity shares of the Company remained under suspension during the year.**

PLACE: NEW DELHI  
DATE : 08.08.2016

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

# LLOYD ROCKFIBRES LIMITED

ANNEXURE IV

## FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2016

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: <a href="mailto:gpl3@vsnl.com">gpl3@vsnl.com</a>
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Beetal Financial &amp; Computer Services (P) Ltd.</b> Beetal House, 3rd Floor99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi-110062 Telephone : 011-29961281, 29961282, Fax : 29961284 E-mail : <a href="mailto:beetal@beetalfinanciall.com">beetal@beetalfinanciall.com</a>

### 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 2016)				No. of Shares held at the end of the year (As on 31 March 2015)				% 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.	5924300	0	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)	6807651	316849	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	31300	536000	567300	5.12	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):-	1225300	2700500	3925800	35.40	1222700	2703100	3925800	35.40	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1225300	2739900	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)	8032951	3056749	11089700	100	8030351	3059349	11089700	100	0

## LLOYD ROCKFIBRES LIMITED

### ii) Shareholding of Promoters

SN	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
	<b>TOTAL</b>	<b>7124500</b>	<b>64.24</b>	<b>0</b>	<b>7124500</b>	<b>64.24</b>	<b>0</b>	<b>0</b>

### iii) Change in Promoters' Shareholding (pleasespecify, if there is no change)

During the financial year 2015-16, 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):

SN	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
	<b>At the beginning of the year</b>				
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 Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		-	-	-	-
	<b>At the end of the year</b>				
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
	<b>At the beginning of the year</b>				
	<b>Directors</b>				
1	Mr. Ravinder Prakash Punj	390030	3.52	390030	3.52
2	Mr. Gaurav Punj	213021	1.92	213021	1.92
	<b>KMP (no other KMP holds any shares)</b>	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer/bonus/sweat equity etc.):	-	-	-	-
	<b>At the end of the year</b>				
	<b>Directors</b>				
1	Mr. Ravinder Prakash Punj	390030	3.52	390030	3.52
2	Mr. Gaurav Punj	213021	1.92	213021	1.92
	<b>KMP (no other KMP holds any shares)</b>	-	-	-	-

### 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 due	-	-	-	-
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 2015-16, no remuneration was paid to any director or KMP.

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

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

Place: New Delhi  
Date : 08.08.2016

# 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 endeavour 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 immoveable 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.

### FINANCIAL AND OPERATIONAL PERFORMANCE

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer Directors' Report in this respect.

The Company 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..Therefore there is only one reportable segment in accordance with the Accounting standard on Segment Reporting (AS-17).

### 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 31.03.2016, there was no employee in the company.

For and on behalf of the Board of Directors

Place: New Delhi  
Date: 08.08.2016

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 create during 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.

### 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 Committees viz, Audit Committee, Remuneration and Nomination Committee, Stakeholder's Relationship 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company consists of 6 Directors; out of which 1 is Executive, 2 are Non executive Directors and rest 3 are Independent - Non Executive Directors of the Company. The Chairman of the Board is a Promoter Non Executive Director except Pursuant to regulation 17(1) (a), there is no Women Director appointed on the Board of the Company.

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	4	9	Yes
Mr. Anil Chandra Sharma	Non-Executive Independent Director	Independent Director	6	8	Yes
Mr. Ballabh Das Maliah	Non-Executive Independent Director	Independent Director	4	0	Yes
Mr. Vijay Kumar Sharma	Non-Executive Non Independent Director	Independent Director	5	2	Yes
Mr. Arun Krishna Srivastava	Non-Executive Non Independent Director	Director	5	16	Yes
Mr. Gaurav Punj	Non Executive Non Independent Director	Managing Director	6	10	Yes

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.

### 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 erstwhile Listing Agreement and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations were issued.

### 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,

## LLOYD ROCKFIBRES LIMITED

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. In addition to the information required under Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board is also kept informed of major events/items and approvals taken wherever necessary.

None of the shares or fully or partly convertible debentures or any other convertible instrument held by non-executive director.

### Board Meetings

Six Board Meetings were held during the financial year 2015-2016. The interval between two meetings was well within maximum period mentioned under Section 173 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of Board meetings are given below:

Date	Board Strength	No. of Directors Present
May 30, 2015	6	6
August 14, 2015	6	6
September 17, 2015	6	4
September 30, 2015	6	4
November 10, 2015	6	4
February 11, 2016	6	6

### Meetings 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 11.02.2016.

### 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.lrfi.in/Investorrelation/Code of Conduct and Ethics.pdf](http://www.lrfi.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.

**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 Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 an audit committee comprising of two Independent Directors had been constituted to perform all such powers and functions as were required to be performed under the said provisions.

## LLOYD ROCKFIBRES LIMITED

### Meetings & Attendance:

The Audit Committee met 4 times during the year ended on 30<sup>th</sup> May 2015, 14th August 2015, 10th November, 2015 & 11th February 2016. 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	4

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 19th March, 2016 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;
- 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;



## LLOYD ROCKFIBRES LIMITED

- 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

The composition of Nomination & Remuneration Committee is as per Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 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 Nomination and Remuneration Committee met two times during the year i.e. on 14<sup>th</sup> August, 2015 and 10<sup>th</sup> November 2015. The Constitution of Committee and attendance of each member is as given below:

Name of Member	Designation	No. of Meeting attended
Mr. Ravinder Prakash Punj	Member	2
Mr. Anil Chandra Sharma	Member	2
Mr. Ballabh Das Maliah	Chairman	2

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.

#### 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 2015-16, 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, 2016:

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 Greivance Relationship Committee

The Stakeholders Relationship Committee is constituted as per Section 178 and Regulation 20 of the SEBI (LODR), 2015.

## LLOYD ROCKFIBRES LIMITED

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has a Stakeholders Relationship Committee. The Committee looks into the grievances of security holders including debenture holders and fixed deposit holders in addition to the equity shareholders 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 Registrar & Share Transfer Agent of the Company.

Four Committee meetings were held during the year on 30th May 2015, 14th August 2015, 10th November, 2015, and 11<sup>th</sup> February 2016. 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	4
Mr. Arun Krishna Srivastava	Member	4
Mr. Gaurav Punj	Member	4

### Compliance Officer

Mr. Gaurav Punj, Managing Director is the Compliance Officer of the company and is complying with the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Complaints from Investors	
No. of complaints pending at the beginning of the year	Nil
No. of complaints received by correspondence during the year ended 31.03.2016	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 ending of the year 31.03.2016	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.

### RELATED PARTY TRANSACTIONS

All the related party transactions are entered on an arm's length basis and are in compliance with the applicable provisions of the Companies Act and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

The above policy is subject to change from time to time.

The policy meets the requirements of the SEBI Listing Regulations, 2015.

Your Company does not have any contracts or arrangements with its related parties under Section 188(1) of the Companies Act, 2013, which are not on arm's length basis or material in nature. Hence, the details of such contracts or arrangements with its related parties are not disclosed in Form AOC-2 as prescribed under the Companies Act, 2013 and the Rules framed thereunder.

### General Body Meeting

#### Annual General Meetings (AGM)

Year	Date, Time & Venue	Matters for Special Resolution passed
2014-15	19.03.2016, 11.30 A.M. & Plot No- 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019	No Special Resolution was 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 Article 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	No Special Resolution was passed.

#### Extraordinary General Meeting/Postal Ballot:

No Extraordinary General Meeting was held during the year 2015-16.

## LLOYD ROCKFIBRES LIMITED

### 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

The Company has complied with mandatory requirements of Listing Regulations.

The Company has not adopted any non-mandatory requirements of Listing Regulations.

### 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	<a href="http://www.bseindia.com">www.bseindia.com</a>
Whether any advertisement also displayed officials 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 Shareholders Information

Scheduled AGM's	27th ANNUAL GENERAL MEETING
Day, Date, Time & Venue	30th September, 2016 Friday 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"> <li>• Financial reporting for the quarter ending 30th June, 2016: <b>By August 2016</b></li> <li>• Financial reporting for the half year ending 30th September, 2015: <b>By November 2016</b></li> <li>• Financial reporting for the quarter ending 31st December, 2015: <b>By February 2017</b></li> <li>• Financial reporting for the year ending 31st March, 2016: <b>By May 2017 For AFR.</b></li> </ul>
Dividend	Yours Directors regret their inability to recommend any dividend for the year 2015-2016 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: <a href="mailto:gpl3@vsnl.com">gpl3@vsnl.com</a>
Listing of Equity Shares on Stock Exchanges and Payment of Listing Fee	Bombay Stock Exchange (BSE) Annual Listing fee for the year 2015-16, has not been paid by the Company to Stock Exchanges.
Registrar & Transfers Agents	<b>Beetal Financial &amp; Computer Services (P) Ltd.</b> Beetal House, 3rd Floor 99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi-110062 Telephone:011-29961281,29961282, Fax : 29961284E-mail : <a href="mailto:beetal@beetalrta@gmail.com">beetal@beetalrta@gmail.com</a>
Share Transfer System	Share Transfer in physical form can be lodged with <b>Beetal Financial &amp; Computer Services (P) Ltd.</b> , 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 2015-16.

# LLOYD ROCKFIBRES LIMITED

Shareholding pattern as on 31<sup>st</sup> March 2016:-

	CATEGORY	NO. OF SHARE HELD	% OF SHAREHOLDING
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>		
<b>1</b>	<b>Indian</b>		
(a)	Individuals/Hindu Undivided Family	1200200	10.82
(b)	Bodies Corporate	5924300	53.42
	<b>Sub Total (A)(1)</b>	<b>7124500</b>	<b>64.24</b>
<b>2</b>	<b>Foreign</b>	<b>0</b>	<b>0</b>
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>7124500</b>	<b>64.24</b>
<b>(B)</b>	<b>Public Shareholding</b>		
<b>1</b>	<b>Institutions</b>		
(a)	Mutual Funds/ UTI	39400	.36
(b)	Financial Institutions / Banks	0	0
	<b>Sub Total (A)(1)</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Non-Institutions</b>		
(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		
	<b>Sub Total (B)(2)</b>	<b>3925800</b>	<b>35.40</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>3965200</b>	<b>35.76</b>
<b>(C)</b>	<b>TOTAL (A)+ (B)</b>	<b>11089700</b>	<b>100</b>
	Shares held by Custodians and against which depository Receipts have been issued	<b>00</b>	<b>00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>11089700</b>	<b>100</b>

## 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
<b>TOTAL</b>	<b>1063</b>	<b>100.00</b>	<b>1,10,89,700</b>	<b>100.00</b>

Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity: NIL

## LLOYD ROCKFIBRES LIMITED

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Commodity price risk or foreign exchange risk and hedging activities: NIL

### 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). 72.436% of the Company's Paid up Equity Shares Capital are in the dematerialized form as on 31st March, 2016.

### Reconciliation of Share Capital Audit Report

The Company has appointed M/s R S Bhatia, Practicing Company Secretary, to conduct Reconciliation of Share Capital Audit of the Company for the financial year ended 31st March 2016, who has submitted his quarterly reports confirming that there is no discrepancy.

### 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@beetalfinanciall.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: 08.08.2016

Sd/-  
Gaurav Punj  
Managing 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

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## 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 Regulation 17 and 26 (3) Para D of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 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 31<sup>st</sup> March, 2016.

Place: New Delhi  
Date: 08.08.2016

Sd/-  
Gaurav Punj  
Managing 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

## 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, Managing 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 year 31<sup>st</sup> March, 2016 and that to the best to my knowledge and belief:
- i) These statement do not contain any materially untrue statement or omit any material fact or contains statement / statements that might be misleading;
  - ii) 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.
- i) Significant changes in internal control over financial reporting during the year;
  - ii) 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
  - iii) 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.

Sd/-

Gaurav Punj  
Managing Director  
DIN: 00822420

Address: 10, Prithvi Raj Road,  
New Delhi-110011

Place: New Delhi  
Date: 08.08.2016

## COMPLIANCE CERTIFICATE

To

The Members of  
Lloyd Rockfibres Ltd.

I have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Para E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into, by the Company, with the Stock Exchanges of India, for the financial year ended 31st March, 2016.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have conducted my review on the basis of the relevant records and documents maintained by the Company and furnished to me for the review, and the information and explanations given to me by the Company.

Based on such a review and to the best of my information and according to the explanations given to me, in my opinion, the Company has complied with the conditions of corporate Governance, as stipulated in Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that, such compliance is neither an assurance as to the future viability of the Company, nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

(R. S. Bhatia)

Company Secretary in Practice  
C.P. No.2514

Place: Delhi  
Date: 08<sup>th</sup> August, 2016

# 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 standalone financial statements of Lloyd Rockfibres Ltd ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, 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 and presentation 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 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.

### **Auditor's 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 there under.

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 31 March 2016 and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:

## LLOYD ROCKFIBRES LIMITED

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- (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;
- (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 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (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 has some pending litigation as shown under the contingent liability in the balance sheet as under.
    - a) The Company had received a notice from Maharashtra Industrial Development Corporation (MIDC) raising a demand of Rs.197.00 Lacs, writ petition is pending in the high court (Aurnagabad Bench) at Mumbai and matter is sub-judice.
    - b) The Company had received a notice from Joint commissioner of Maharashtra VAT department. Subsequent order of Joint Commissioner (Appeals) making a demand of Rs.12,27,340/- has been Appealed by the company in Vat tribunal Mumbai against the order and matter is sub-judice.
  - 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: 01.06.2016

### Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

(i) **In Respect of Fixed Assets**

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) **In Respect of Inventory**

- (a) Physical verification of inventory has been conducted at reasonable intervals by the management and as such no material discrepancy was noticed at the time of verification.

(iii) (a) The Company has not granted any loans to any bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

- (b) The Company has accepted loan from NGP Industries Limited covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 2,97,38,313.80/- (previous



## LLOYD ROCKFIBRES LIMITED

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- year Rs.1,90,16,713/-) and the year end balance of loans taken from such parties was Rs.2,97,38,313.80/- (previous year Rs.1,90,16,713/-).
- (c) In our opinion, the rate of interest and other terms and conditions on which the loans had been taken from the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
- (d) In the case of the loans accepted from the bodies corporate listed in the register maintained under section 189 of the Act, and it is 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.
- (e) There are no overdue amounts in respect of the loan accepted from body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) **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.**
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes:
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid any managerial remuneration hence not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **DUBEY & CO.**  
Chartered Accountants

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

Place: New Delhi  
Dated: 01.06.2016

# LLOYD ROCKFIBRES LIMITED

## Annexure - B to the Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Lloyd Rockfibres Ltd ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DUBEY & CO.**  
Chartered Accountants

(Deepak Dubey)  
Proprietor  
M.No. 086349

Place: New Delhi  
Dated: 01.06.2016

# LLOYD ROCKFIBRES LIMITED

## Balance Sheet as at 31<sup>st</sup> March, 2016

(IN RUPEES)

S. No.	Particulars	Note No.	Figures as at the End of Current Reporting Period (31-Mar-2016)	Figures as at the End of Previous Period (31-Mar-2015)
<b><u>EQUITY AND LIABILITIES</u></b>				
<b>1</b>	<b><u>SHAREHOLDERS FUNDS</u></b>			
(a)	Share Capital	A	110,897,000.00	110,897,000.00
(b)	Reserves and Surplus	B	(143,926,950.27)	(133,262,423.47)
	<b>TOTAL(1)</b>		<b>(33,029,950.27)</b>	<b>(22,365,423.47)</b>
<b>2</b>	<b><u>NON-CURRENT LIABILITIES</u></b>			
(a)	Long Term Borrowings	C	29,738,313.80	19,801,086.65
(b)	Deferred Tax Liabilities (Net)		2,563,485.19	2,109,237.63
	<b>TOTAL(2)</b>		<b>32,301,798.99</b>	<b>21,910,324.28</b>
<b>3</b>	<b><u>CURRENT LIABILITIES</u></b>			
(a)	Trade Payables	D	24,441,195.26	26,532,854.16
(b)	Other Current Liabilities	E	953,953.64	1,019,890.74
(c)	Short Term Provisions	F	1,020,108.00	1,162,646.00
	<b>TOTAL(3)</b>		<b>26,415,256.90</b>	<b>28,715,390.90</b>
	<b>TOTAL(1+2+3)</b>		<b>25,687,105.62</b>	<b>28,260,291.71</b>
<b><u>ASSETS</u></b>				
<b>1</b>	<b><u>NON-CURRENT ASSETS</u></b>			
(a)	<b><u>FIXED ASSETS</u></b>			
(i)	Tangible Assets	G	14,497,064.79	16,011,614.43
(b)	Non-Current Investments	H	-	72,386.00
(c)	Long Term Loans & Advances	I	7,802,928.76	724,781.76
	<b>TOTAL(1)</b>		<b>22,299,993.55</b>	<b>16,808,782.19</b>
<b>2</b>	<b><u>CURRENT ASSETS</u></b>			
(a)	Inventories	J	470,828.92	614,275.92
(b)	Trade Receivables	K	2,041,035.98	9,309,522.36
(c)	Cash and Cash Equivalents	L	226,677.17	251,049.73
(d)	Short Term Loans and Advances	M	118,070.00	746,161.51
(e)	Other Current Assets	N	530,500.00	530,500.00
	<b>TOTAL(2)</b>		<b>3,387,112.07</b>	<b>11,451,509.52</b>
	<b>TOTAL(1+2)</b>		<b>25,687,105.62</b>	<b>28,260,291.71</b>

For Dubey & Co.  
Chartered Accountants  
Sd/-  
(Deepak Dubey)  
Proprietor  
M.No.086349

FOR AND ON BEHALF OF THE BOARD

Sd/-  
Gaurav Punj  
(Managing Director)  
DIN No.00822420

Sd/-  
A.K.Srivastava  
(Director)  
DIN No.00042784

Place: NEW DELHI  
Date: 01.06.2016

# LLOYD ROCKFIBRES LIMITED

## Profit and Loss statement for the year ended 31st March, 2016

				(IN RUPEES)
S. No.	Particulars	Note No.	Figures as at the End of Current Reporting Period (31-Mar-2016)	Figures as at the End of Previous Period (31-Mar-2015)
<b>REVENUE FROM OPERATIONS</b>				
I	Revenue From Operations	PL-1	110,280.00	785,951.84
II	Other Income	PL-2	8,736,773.00	612,385.64
III	<b>TOTAL REVENUE(I+II)</b>		<b>8,847,053.00</b>	<b>1,398,337.48</b>
<b>IV EXPENSES:</b>				
a	Cost of Material Consumed	PL-3	-	7,718.23
b	Changes in Inventories of Finished Goods	PL-4	143,447.00	6,350.00
c	Employees Benefits Expenses	PL-5	1,760,872.00	-
d	Finance Cost	PL-6	8,603,309.39	8,685.00
e	Depreciation and Amortization Expense	PL-7	1,511,406.00	642,619.00
f	Other Expenses	PL-8	7,038,297.85	4,077,510.81
	<b>TOTAL EXPENSES</b>		<b>19,057,332.24</b>	<b>4,742,883.04</b>
V	<b>PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)</b>		<b>(10,210,279.24)</b>	<b>(3,344,545.56)</b>
VI	Exceptional Items		-	-
VII	<b>PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)</b>		<b>(10,210,279.24)</b>	<b>(3,344,545.56)</b>
VIII	Extraordinary Items		-	-
IX	<b>PROFIT BEFORE TAX (VII-VIII)</b>		<b>(10,210,279.24)</b>	<b>(3,344,545.56)</b>
<b>X TAX EXPENSE</b>				
a	Current Tax		-	-
b	Earlier Year's Tax		-	-
c	Deferred Tax		454,247.56	(633,358.37)
XI	<b>PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (VII-VIII)</b>		<b>(10,664,526.80)</b>	<b>(2,711,187.19)</b>
XII	Profit(Loss)From Discontinuing Operations		-	-
XIII	Tax Expense of Discontinuing Operations		-	-
XIV	Profit(Loss)From Discontinuing Operations (After Tax) (XII-XIII)		-	-
XV	<b>PROFIT (LOSS) FOR THE PERIOD (XI+XIV)</b>		<b>(10,664,526.80)</b>	<b>(2,711,187.19)</b>
XVI	Earning Per Equity Share Basic/Diluted		(0.96)	(0.24)

For Dubey & Co.  
Chartered Accountants  
Sd/-  
(Deepak Dubey)  
Proprietor  
M.No.086349

FOR AND ON BEHALF OF THE BOARD

Sd/-  
Gaurav Punj  
(Managing Director)  
DIN No.00822420

Sd/-  
A.K.Srivastava  
(Director)  
DIN No.00042784

Place: NEW DELHI  
Date: 01.06.2016

# LLOYD ROCKFIBRES LIMITED

## NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED ON MARCH 31, 2016

### A. BACKGROUND

Lloyd Rockfibres Limited ('the Company') was incorporated on 06<sup>th</sup> 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 2013.

#### 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 on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The Company has carried out detailed assessment of the useful life and 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.17<sup>th</sup> 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 (Mg.Director)

## LLOYD ROCKFIBRES LIMITED

2.) Related Parties transactions are as under:					Fig. in Lacs
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	NIL	NIL	NIL	NIL
5	Loan taken (incl opening)	297.38	NIL	NIL	NIL
	Loan repayment/adjustment	NIL	NIL	NIL	NIL
	Closing balance	297.38	NIL	NIL	NIL

### 2. AUDITORS REMUNERATION

For Audit Fee	97,325.00	93,755.00
For Certification & other services	NIL	NIL

### 3. REMUNERATION TO DIRECTORS

Particulars	Year ended 31 March 16	Year ended 31 March 15
<b>Managing Director</b>		
Salary	-	-
Contribution to Provident Fund	-	-
Other Allowances	-	-
<b>Whole Time Director</b>		
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 197 read with Section 198 of the Companies Act, 2013

Particulars	Year ended 31 March 16	Year ended 31 March 15
<b>Profit/(Loss) before tax</b>	<b>(10210279.24)</b>	<b>(33,44,536.56)</b>
Add: Managerial Remuneration	-	-
Add: Loss on sale of Fixed Assets	-	-
Profit under Section 198 of the Companies Act, 2013	<b>(10210279.24)</b>	<b>(33,44,536.56)</b>
<b>Maximum Permissible limit @ 5 %</b>	<b>NIL</b>	<b>NIL</b>

### 5. LOANS & ADVANCES

Advances aggregating Rs.1949063/- (previous year Rs. 12,16,388/-) recoverable in cash or kind or for value to be received including Sundry Debtors in Schedule V is due from the companies as on 31.03.2016 where in some of the Directors are interested. Maximum amount outstanding during the year Rs. 19,49,063/- (previous year Rs. 22,11,593/-)

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. **Company accumulated losses and cash Losses at the year-end are more than its net worth. The company has incurred cash losses of Rs.91,53,120.82/- (Previous year Rs. 20,68,568.19) The Company's accumulated losses at the end of the financial year are Rs. 16,25,76,950.27 /-(Previous year Rs. 15,19,12,423.47 /-)**

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

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

10. 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.

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

### 12. 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.

# LLOYD ROCKFIBRES LIMITED

## 13. 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.

## 14. EARNING PER SHARE

The Company reports Basic Earnings Per Share in accordance with the Accounting Standard 20 on Earning Per Share. The Basic Earnings 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	2015-2016	2014-2015
1	Net Profit/(Loss) after Tax available for Equity Share holders	(10664526.80)	(27,11,188.19)
2	Weighted average number of shares at the beginning and at the end of the year.	No. 11089700	No. 11089700
3	<b>Basic/Diluted- Earnings /Loss per Share (Rs.)</b>	<b>(.96)</b>	<b>(.24)</b>

## 15. 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.

## 16. 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.

## 17. ADDITIONAL INFORMATION (As certified by the Directors).

### a) LICENSED AND INSTALLED CAPACITY AND PRODUCTION

	<u>As on</u> <u>31.03.2016</u>	<u>As on</u> <u>31.03.2015</u>
Licensed Capacity (Mt. per Annum)	7500.00	7500.00
Installed Capacity (Mt. per Annum)	7500.00	7500.00
Production (Mt. per Annum)	NIL	NIL

### b) TURNOVER, CLOSING AND OPENING STOCKS OF FINISHED GOODS

	As on 31.03.2016 Qty (Mt)	As on 31.03.2016 Value (Rs.)	As on 31.03.2015 Qty (Mt)	As on 31.03.2015 Value (Rs.)
<b>TURNOVER (MANUFACTURING)</b>				
Rockwool Matts & Slabs	NIL	NIL	NIL	NIL
Pipe Section	3.676	110280	NIL	NIL
Loose Wool	NIL	NIL	NIL	NIL
<b>CLOSING STOCK (MANUFACTURING)</b>				
Rockwool Matts & Slabs	NIL	NIL	NIL	NIL
Pipe Section	NIL	NIL	3.380	118,162.00
Loose Wool	NIL	NIL	NIL	NIL
<b>OPENING STOCK (MANUFACTURING)</b>				
a) Rockwool Matts & Slabs	NIL	NIL	0.558	14,787.00
b) Pipe Section/LW	3.676	1,28,653.00	3.676	1,28,653.00
c) Material Consumed (As Certified by the Management)	NIL	NIL	1.362	31,635.00
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

For Dubey & Co.  
Chartered Accountants  
Sd/-  
(Deepak Dubey)  
Proprietor  
M.No.086349

FOR AND ON BEHALF OF THE BOARD

Sd/-  
Gaurav Punj  
(Managing Director)  
DIN No.00822420

Sd/-  
A.K.Srivastava  
(Director)  
DIN No.00042784

Place: NEW DELHI  
Date: 01.06.2016

# 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-2016)	Figures as at the End of Previous Period (31-Mar-2015)
<b>A</b>		<b>SHARE CAPITAL:</b>		
	(1)	<b>AUTHORISED:</b>		
		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)	<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
		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	-	-
			<b>110,897,000.00</b>	<b>110,897,000.00</b>
<b>B</b>		<b>RESERVE &amp; SURPLUS:</b>		
	1	<b>CAPITAL RESERVE-STATE INVESTMENT SUBSIDY</b>		
		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	<b>2,550,000.00</b>	<b>2,550,000.00</b>
	2	<b>SURPLUS ON O.T.S (WITH ICICI &amp; IFCI-PRINCIPAL</b>	<b>16,100,000.00</b>	<b>16,100,000.00</b>
	3	<b>PROFIT AND LOSS ACCOUNT</b>		
		At the Beginning of the Accounting Period	(151,912,423.47)	(149,201,236.28)
		Additions during the Year (Balance in Statement of Profit & Loss A/C)	(10,664,526.80)	(2,711,187.19)
		At the end of the Accounting Period	<b>(162,576,950.27)</b>	<b>(151,912,423.47)</b>
		<b>GRAND TOTAL (1+2+3)</b>	<b>(143,926,950.27)</b>	<b>(133,262,423.47)</b>
<b>C</b>		<b>LONG TERM BORROWINGS</b>		
	1	<b>UNSECURED LONG TERM BORROWINGS:</b>		
		Deferred Payment Liabilities on Sales Tax I.C.D-M/s N.G.P.Industries Ltd.	- 29,738,313.80	784,373.00 19,016,713.65
		<b>GRAND TOTAL</b>	<b>29,738,313.80</b>	<b>19,801,086.65</b>
<b>D</b>		<b>CURRENT LIABILITIES</b>		
	1	<b>TRADE PAYABLES</b>		
		Sundry Creditors	24,441,195.26	26,532,854.16
			<b>24,441,195.26</b>	<b>26,532,854.16</b>
<b>E</b>		<b>OTHER CURRENT LIABILITIES</b>		
	1	Fees & Taxes	46,373.00	1,195.51
	2	PROFESSIONAL TAX PAYABLE	175.00	175.00
	3	VAT Payable	-	23,741.00
	4	CST Payable	13,785.00	50.23
	5	TDS Payable	893,620.64	1,250.00
	7	Other Current Liabilities	0	993,479.00
			<b>953,953.64</b>	<b>1,019,890.74</b>
<b>F</b>		<b>SHORT-TERM PROVISIONS</b>		
	(a)	Provision for Employee Benefits	24,101.00	24,101.00
	(b)	Other Provisions	968,229.00	1,110,767.00
	(b)	loan advances	27,778.00	27,778.00
			<b>1,020,108.00</b>	<b>1,162,646.00</b>



# 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-2016)	Figures as at the End of Previous Period (31-Mar-2015)	
G	(a)	<b>FIXED ASSETS</b>			
	(i)	<b>TANGIBLE ASSETS</b>			
		<b>GROSS BLOCK</b>			
		<b>ASSETS</b>	<b>OP. BALANCE</b>	<b>ADDITION</b>	
		<b>DELETION</b>	<b>TOTAL</b>		
	1	Leasehold Land	1,749,142	-	1,749,142.00
	2	Factory Building	20,959,484	-	20,959,484.00
	3	Plant & Equipments	48,420,087	-	48,420,087.00
	4	Furniture & Fixtures	439,299	-	439,299.00
	5	Vehicles	1,117,458	-	1,114,315.00
	6	Office Equipments	-	-	-
	7	Computers	1,003,155	-	1,003,155.00
		<b>TOTAL OF THIS YEAR</b>	<b>73,688,625.00</b>	<b>-</b>	<b>73,685,482.00</b>
		<b>GRAND TOTAL</b>	<b>73,688,625.00</b>	<b>-</b>	<b>73,685,482.00</b>
		<b>DEPRECIATION BLOCK</b>			
	1	Leasehold Land	-	-	-
	2	Factory Building	15,733,628	1,479,440	17,213,067.83
	3	Plant & Equipments	39,456,298	-	39,456,298.00
	4	Furniture & Fixtures	386,300	17,447	403,747.27
	5	Vehicles	1,113,217	1,098	1,114,314.99
	6	Office Equipments	-	-	-
	7	Computers	987,569	13,421	1,000,990.28
		<b>TOTAL OF THIS YEAR</b>	<b>57,677,012.00</b>	<b>1,511,406</b>	<b>59,188,418</b>
		<b>GRAND TOTAL</b>	<b>57,677,012.00</b>	<b>1,511,406</b>	<b>59,188,418</b>
		<b>NET BLOCK</b>		<b>LAST YEAR</b>	<b>THIS YEAR</b>
	1	Leasehold Land	-	1,749,142	1,749,142.00
	2	Factory Building	-	5,225,856	3,746,416.17
	3	Plant & Equipments	-	8,963,789	8,963,789.00
	4	Furniture & Fixtures	-	52,999	35,551.73
	5	Vehicles	-	4,241	0.01
	6	Office Equipments	-	-	-
	7	Computers	-	15,587	2,164.92
		<b>TOTAL OF THIS YEAR</b>	<b>-</b>	<b>16,011,614</b>	<b>14,497,065</b>
		<b>GRAND TOTAL</b>	<b>-</b>	<b>16,011,614</b>	<b>14,497,064</b>
H	(b)	<b>NON CURRENT INVESTMENT:</b>			
		Investment In Gold (At cost)	-	-	72,386.00
					<b>72,386.00</b>
I	(c)	<b>LONG TERM LOANS AND ADVANCES:</b>			
		Security Deposits (Unsecured Considered Good Unless Otherwise Stated)	724,781.76	-	724,781.76
		R.P.Punj (Deferred Sales Tax Recoverable)	7,078,147.00	-	-
			<b>7,802,298.76</b>		<b>724,781.76</b>
2		<b>CURRENT ASSETS</b>			
J	(a)	<b>INVENTORIES:</b>			
		(As Taken, Valued & Certified by the Management)			
	1	Raw Materials	470,828.92	-	470,828.92
	2	Finished Goods	-	-	143,447.00
			<b>470,828.92</b>		<b>614,275.92</b>

# 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-2016)	Figures as at the End of Previous Period (31-Mar-2015)
K	(b)	<b>TRADE RECEIVABLES:</b> (Unsecured Considered Good Unless Otherwise Stated)		
	(1)	Debts Outstanding for a period exceeding Six months from the date they are due	2,041,035.98	9,309,522.36
	(2)	Other Debts	-	-
			<b>2,041,035.98</b>	<b>9,309,522.36</b>
L	(c)	<b>CASH &amp; CASH EQUIVALENTS :</b>		
	(a)	<b>BALANCE WITH BANKS</b>		
		In Current Accounts:	177,353.31	214,796.87
	(b)	<b>Cash in Hand</b>	49,323.86	36,252.86
			<b>226,677.17</b>	<b>251,049.73</b>
M	(d)	<b>SHORT TERM LOANS &amp; ADVANCES:</b> (Unsecured Considered Good Unless Otherwise Stated)		
		Advances recoverable in Cash or in kind for the Value to be received		
	(1)	Advance to Parties	30,000.00	644,808.51
	(2)	Receivable from Revenue Authorities	88,070.00	101,353.00
	(3)	Current Year's Taxes Recoverable (Net of Liability)		
			<b>118,070.00</b>	<b>746,161.51</b>
N	(e)	<b>OTHER CURRENT ASSETS:</b>		
		Interim Deposit- Sales Tax Appeal	530,500.00	530,500.00
			<b>530,500.00</b>	<b>530,500.00</b>
O		<b>CONTINGENT LIABILITIES AND COMMITMENTS</b>		
		(To the extent not provided for)		
i		<b>CONTINGENT LIABILITIES</b>		
	(a)	Claim Against the Company not acknowledged as Debts;	NIL	NIL
	(b)	Guarantees;	NIL	NIL
	(c)	Other money for which the Company is Contingently Liable.	NIL	NIL
	(d)	Claims against the Company not Acknowledged as debts.	NIL	NIL
	(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 SubJudge. 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 has filed an appeal against this order at VAT Tribunal Mumbai.		
ii		<b>COMMITMENTS</b>		
	(a)	Estimated amount of contracts remaining to be executed on Capital account and not provided for;	NIL	NIL
	(b)	Uncalled Liability on Shares & other Investments Partly Paid;	NIL	NIL
P		<b>THE AMOUNT OF DIVIDENDS PROPOSED TO BE DISTRIBUTED TO EQUITY AND PREFERENCE SHAREHOLDERS FOR THE PERIOD</b>		
		Amount per Equity Share	NIL	NIL
Q		<b>ISSUE OF SECURITIES FOR SPECIFIC PURPOSE</b>	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 satated.	NIL	NIL

# LLOYD ROCKFIBRES LIMITED

## ADDITIONAL INFORMATION NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2016

(IN RUPEES)

Note No.	S. No.	Particulars	Figures as at the End of Current Reporting Period (31-Mar-2016)		Figures as at the End of Previous Period (31-Mar-2015)	
<b>A</b>		<b><u>SHARE CAPITAL:</u></b>				
	<b>1</b>	<b><u>ISSUED, SUBSCRIBED &amp; PAID UP SHARE CAPITAL INCLUDES</u></b>				
		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
	<b>2</b>	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>	29,217,300.00	<u>1,010,000.00</u>	29,217,300.00
	<b>3</b>	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</u>	<u>110,897,000.00</u>
	<b>4</b>	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.				
<b>C</b>		<b><u>LONG TERM BORROWINGS</u></b>				
	<b>1</b>	Term Loan Facilities Availed From		NIL		NIL
	<b>2</b>	Term Loan Facilities Availed From		NIL		NIL
	<b>3</b>	Loans From Directors		NIL		NIL
<b>F</b>		<b><u>SHORT-TERM BORROWINGS:</u></b>				
	<b>1</b>	Cash Credit Facilities Availed From		NIL		NIL

# 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-2016)	Figures as at the End of Previous Period (31-Mar-2015)
<b>PL-1</b>	<b><u>REVENUE FROM OPERATIONS</u></b>		
a	Product Sales	110,280.00	785,951.84
b	Trading Sale	-	-
	Net Revenue from Operations	<u>110,280.00</u>	<u>785,951.84</u>
<b>PL-2</b>	<b><u>OTHER INCOME:</u></b>		
a	Interest Income	2,366.00	432.00
b	Misc Income	5,627.00	8,476.00
c	Deffered Tax recovrable	8,728,780.00	-
d	Profit on Sale of Assets	-	582,747.64
e	Advance Tax -Refund	-	17,330.00
f	Interest Received on Water Deposit	-	3,400.00
		<u>8,736,773.00</u>	<u>612,385.64</u>
<b>PL-3</b>	<b><u>COST OF MATERIALS CONSUMED:</u></b>		
	Purchases Raw Materials & Packing Materials	-	-
	Add: Opening Balance of Stock	470,828.69	478,546.92
		<u>470,828.69</u>	<u>478,546.92</u>
	Less: Closing Balance of Stock	470,828.69	470,828.69
	Add: Trading Purchase	-	-
	Consumption of Materials	<u>-</u>	<u>7,718.23</u>
<b>PL-4</b>	<b><u>CHANGES IN INVENTORIES FINISHED GOODS</u></b>		
	At the Beginning of the Accounting Period	143,447.00	149,797.00
	At the End of the Accounting Period	-	143,447.00
		<u>143,447.00</u>	<u>6,350.00</u>
	<b>GRAND TOTAL</b>	<u>143,447.00</u>	<u>6,350.00</u>
<b>PL-5</b>	<b><u>EMPLOYEE BENEFITS EXPENSE</u></b>		
	Salary & Wages	1,746,064.00	-
	Office Staff Salary	7,248.00	-
	Director's Remuneration	-	-
	Workers & Staff Welfare	7,560.00	-
	Bonus	-	-
		<u>1,760,872.00</u>	<u>-</u>
<b>PL-6</b>	<b><u>FINANCIAL COSTS:</u></b>		
	Interest	8,603,309.39	8,685.00
		<u>8,603,309.39</u>	<u>8,685.00</u>
<b>PL-7</b>	<b><u>DEPRECIATION AND AMORTZATION EXPENSE:</u></b>		
	Depreciation	1,511,406.00	642,619.00
		<u>1,511,406.00</u>	<u>642,619.00</u>
<b>PL-8</b>	<b><u>OTHER EXPENSES:</u></b>		
A	<b><u>MANUFACTURING EXPENSE :</u></b>		
	Freight Inward	-	-
	Power & Water	180,771.00	185,819.00
	Labour Charges & Consultancy Charges	10,900.00	30,300.00
		<u>191,671.00</u>	<u>216,119.00</u>

## LLOYD ROCKFIBRES LIMITED

<b>B</b>	<b><u>ADMINISTRATIVE EXPENSE</u></b>	
	Bank Charges	6,122.19
	Conveyance Expenses	123,462.00
	CST Paid-09-10	-
	Fees And Taxes	743,304.62
	Festival Celebration Expenses	-
	Fooding Expenses	461,892.00
	Insurance	-
	Air & Water Pollution	-
	Professional & Legal Expenses	804,703.00
	Loading & Unloading	23,625.00
	Office Expenses	50,382.00
	Payment to Auditors	95,506.00
	Postage & Courier Expenses	7,527.00
	Printing & Stationery	118,992.00
	Repair & Maintenance	7,100.00
	Security Guard Expenses	-
	Telephone Expenses	11,050.00
	Assets W/off	-
	Vehicle Running	3,210.00
	Other Expenses	319,655.00
	Bad Debts	506,923.00
	Deduction and Discount	-
	Short & Excess	9,013.00
	<b>6,846,626.85</b>	<b>3,292,466.81</b>
<b>C</b>	<b><u>SELLING &amp; DISTRIBUTION EXPENSE</u></b>	
	Travelling Expenses	568,925.00
	Business Promotion	-
	-	<b>568,925.00</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>4,077,510.81</b>

### **ADDITIONAL INFORMATIONS TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2016**

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

## LLOYD ROCKFIBRES LIMITED

<b>C</b>	Break Up of Consumption		
I	<b>RAW MATERIALS;</b>		
	TOTAL CONSUMPTION	-	11,431,647.29
	Indigenous Value	-	11,431,647.29
	% of TOTAL	-	100.00
	Imported Value	-	-
	% of TOTAL	-	-
II	<b>SPARE PARTS AND COMPONENTS</b>		
	TOTAL CONSUMPTION	-	-
	Indigenous Value	-	-
	% of TOTAL	-	-
	Imported Value	-	-
	% of TOTAL	-	-
<b>D</b>	The Amount Remitted during the year in Foreign Currencies on account of Dividends	NIL	NIL
<b>E</b>	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
	<b>TOTAL</b>	NIL	NIL

For Dubey & Co.  
Chartered Accountants  
Sd/-  
(Deepak Dubey)  
Proprietor  
M.No.086349

FOR AND ON BEHALF OF THE BOARD

Sd/-  
Gaurav Punj  
(Managing Director)  
DIN No.00822420

Sd/-  
A.K.Srivastava  
(Director)  
DIN No.00042784

Place: NEW DELHI  
Date: 01.06.2016

# LLOYD ROCKFIBRES LIMITED

## CASH FLOW STATEMENT FOR CONSOLIDATED ACCOUNTS OF M/s LLOYD ROCKFIBRES LTD. FOR THE YEAR ENDED ON 31ST March 2016 (PURSUANT TO THE LISTING AGREEMENT WITH STOCK EXCHANGE)

	Year Ended 31.03.2016	Year Ended 31.03.2015
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT/LOSS BEFORE TAX AND EXTRA-ORDINARY ITEMS	(10,210,279)	(3,344,546)
<b>ADJUSTED FOR</b>		
ADD: DEPRECIATION	1,511,406	642,619
INTEREST INCOME	(2,366)	(432)
INTEREST PAID	8,603,309	8,685
<b>OPERATING PROFIT/ (LOSS) BEFORE WORKING CAPITAL CHANGES</b>	<b>(97,930)</b>	<b>(2,693,674)</b>
<b>CHANGE IN</b>		
TRADE RECEIVABLES	7,268,486	1,105,072
INVENTORIES	143,447	14,068
OTHER CURRENT ASSETS	628,092	(449,204)
TRADE PAYABLES	(2,091,659)	434,760
OTHER CURRENT LIABILITY	(208,475)	909,007
<b>CASH (USED) / GENERATED FROM OPERATIONS</b>	<b>5,739,891</b>	<b>2,013,703</b>
TAX PAID/PAYABLE/ADVANCE TAX	-	-
<b>NET CASH (USED) /GENERATED FROM OPERATING ACTIVITIES</b>	<b>A 5,641,961</b>	<b>(679,971)</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>		
INTEREST RECEIVED	2,366	432
LOAN AND ADVANCE	(7,078,147)	1,036,983
SALE OF INVESTMENT	72,386	-
SALE OF FIXED ASSTES	3,143	1,055,074
<b>NET CASH (USED) /GEBERATED IN INVESTING ACTIVITIES</b>	<b>B (7,000,252)</b>	<b>2,092,489</b>
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>		
INTEREST PAID	(8,603,309)	(8,685)
LOANS RECEIVED/PAYMENTS (NET)	9,937,227	(1,360,381)
<b>NET CASH GENERATED / (USED) FROM FINANCING ACTIVITIES</b>	<b>C 1,333,918</b>	<b>(1,369,066)</b>
<b>NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENT</b>	<b>(A+B+C) (24,373)</b>	<b>43,452</b>
<b>CASH AND CASH EQUIVALAENT-OPENING</b>	<b>A 251,050</b>	<b>207,597</b>
<b>CASH AND CASH EQUIVALAENT-CLOSING</b>	<b>B 226,677</b>	<b>251,050</b>

For Dubey & Co.  
Chartered Accountants  
Sd/-  
(Deepak Dubey)  
Proprietor  
M.No.086349

FOR AND ON BEHALF OF THE BOARD

Sd/-  
Gaurav Punj  
(Managing Director)  
DIN No.00822420

Sd/-  
A.K.Srivastava  
(Director)  
DIN No.00042784

Place: NEW DELHI  
Date: 01.06.2016

# 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](http://www.lrfl.in), E-Mail: [gpl3@vsnl.com](mailto:gpl3@vsnl.com)  
CIN: L20293DL1989PLC218564

### FORM NO. MGT-11

### 27<sup>th</sup> Annual General Meeting – September 30<sup>th</sup> 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 27<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Friday, the 30<sup>th</sup> day of September, 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:

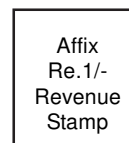
Item No.	Resolutions Ordinary Business	For	Against
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2016		
2.	Appoint a Director in place of Mr. Ravinder Prakash Punj, who retires by rotation and being eligible offers himself for re-appointment.		



## LLOYD ROCKFIBRES LIMITED

Item No.	Resolutions Ordinary Business	For	Against
3.	Appointment of M/s Dubey & Co., Chartered Accountants as Statutory Auditors of the Company		

Signed this ..... day of ..... 2016



**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 27<sup>th</sup> 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.lrfi.in](http://www.lrfi.in), E-Mail: [gpl3@vsnl.com](mailto: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 27<sup>th</sup> 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 Friday, the 30<sup>th</sup> day of September, 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 31.03.2016 and Notice of the Annual General Meeting (AGM) alongwith 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 31.03.2016 and Notice of Annual General Meeting alongwith 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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# LLOYD ROCKFIBRES LIMITED

## 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](http://www.lrfl.in), E-Mail: [gpl3@vsnl.com](mailto: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 27<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Friday, 30<sup>th</sup> 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, 2016	Ordinary			
2.	Appointment of M/s Dubey & Co. , Chartered Accountant as Statutory Auditors of the Company	Ordinary			
3	Appointment of Mr.Ravinder Prakash Punj , who retires by rotationand being eligible offers himself for re-appointment.				

Date:  
Place:

Signature of the Member

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

# LLOYD ROCKFIBRES LIMITED

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## 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 (ü) 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 Friday, 23<sup>rd</sup> September, 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.

*27th*

*Annual Report*

*2015-2016*



**LLOYD ROCKFIBRES LIMITED**

**Route Map for the venue of AGM of Lloyd Rockfibres Limited to be held on  
Friday, 30<sup>th</sup> September 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