

LLOYD ROCKFIBRES LIMITED

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of Lloyd Rockfibres Limited will be held on Friday, 30th 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 31st March 2016, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ravinder Prakash (DIN: 00686475), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT on the recommendation of Audit Committee, M/s. Dubey & Co., Chartered Accountants, (Firm Registration Number: 007515N), be and is hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting at a remuneration as may be agreed to mutually between the Board and the Statutory Auditors."

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

Date : August 08, 2016
Place: New Delhi

NOTES:

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

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

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

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

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14 Voting through electronic means

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

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September 2016, and ends on 29th 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 23rd 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.
- (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 and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN*	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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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"> • 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).

- (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 30th 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.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

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

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

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PROXY FORM

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

LLOYD ROCKFIBRES LIMITED

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

FORM NO. MGT-11

27th Annual General Meeting – September 30th 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

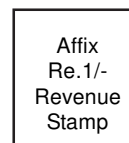
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th ANNUAL GENERAL MEETING of the Company to be held on Friday, the 30th day of September, 2016, at 11:30 A.M. at Plot No. 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi-110019 and at any adjournment thereof 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.		

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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 27th 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.

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ATTENDANCE SLIP

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

Folio No. / DP ID / CLIENT ID

No. of Shares held

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

I record my presence at the 27th 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 30th 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.

**Route Map for the venue of AGM of Lloyd Rockfibres Limited to be held on
Friday, 30th September 2016 at 11.30 am at the Registered office of the Company.
Land Mark - Govindpuri Metro Station**

