

LLOYD ROCKFIBRES LIMITED

NOTICE

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

By Order of the Board of Directors
For Lloyd Rockfibres Limited

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

Date : February 11, 2016
Place: New Delhi

NOTES:

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

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

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

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

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

12. Voting through electronic means

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

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 16th March 2016 and ends on 18th March 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th March 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

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

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

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

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant **LLOYD ROCKFIBRES LIMITED** on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

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

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

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

STATEMENT PURSUING TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

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

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

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

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

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

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

The Directors recommend the resolution for approval of the Shareholders.

ITEM NO. 4

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

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

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

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

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

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

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

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

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

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

ITEM NO.5

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

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

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

By Order of the Board of Directors
For Lloyd Rockfibres Limited

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

Date : February 11, 2016
Place: New Delhi