

LLOYD ROCKFIBRES LIMITED

Registered Office: Plot No. 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi - 110019
CIN No.: L20293DL1989PLC218564; Website: www.lrfl.in

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as may be amended from time to time, that Lloyd Rockfibres Limited, hereinafter referred to as "**Company**", is proposing to its members to pass the Special Resolution as set out below, by means of Postal Ballot.

As the Said Resolution is required to be passed by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013, and the relevant rules thereunder, the requisite Ballot Form and self-addressed postage pre-paid envelope are enclosed.

You are requested to convey your approval or otherwise on the Ballot Form sent herewith (no other Form or Photocopy thereof permitted)/ through electronic mode as mentioned below and return the same to the Company so as to reach the Ballot Form on or before Wednesday, 25th day of June, 2014. The Ballot Form received after the said date will be rejected.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 25th day of June, 2014. Postal Ballot Forms received after this date will be considered invalid.

E-Voting Option

We are pleased to offer E-Voting facility also as an alternate for our Individual Members (i.e. other than Corporate/FIs/FILs etc), which would enable you to cast your votes electronically, instead of Physical Postal Ballot form. E-Voting is optional. For this purpose, the Company has entered in to an agreement with CDSL for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. Please carefully read and follow the instructions on E-Voting printed in this Notice.

RESOLUTION AND EXPLANATORY STATEMENT

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:-

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to sell, lease or otherwise dispose off, all or any undertakings and/or properties of the Company including the Plant and Machinery(s) and the Land & Building(s) in full or in part(s) in one or more tranches as and when the Board may decide in its absolute discretion."

RESOLVED FURTHER THAT all acts done by the Management/ Board, if any, in this regard, be and are hereby approved, confirmed and ratified."

For **Lloyd Rockfibres Limited**

Sd/-

(Gaurav Punj)

Managing Director

DIN: 00822420

Place : New Delhi
Date : 29.04.2014

Notes:

1. The Explanatory Statement pursuant to Section 102(2) read with Section 110 of the Companies Act, 2013 stating all material facts, disclosure of interest, if any, and reasons thereof for the proposals is annexed hereto and forms part of this Notice.
2. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear in the Register of Members/ Record of Depositories as on Friday, the 02nd day of May, 2014.
3. The Company has appointed Mr. R.S.Bhatia, Practicing Company Secretary, as the "Scrutinizer" to conduct the Postal Ballot process in a fair and transparent manner.
4. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of members.
5. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 10:00 A.M. to 5:00 P.M. up to Wednesday, 25th June, 2014 (i.e the last date for receiving of postal ballots/e-Votes).
6. The Scrutinizer will submit his report to Mr. R.P. Punj, Chairman & Mr. Gaurav Punj, Managing Director of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and voting through e-voting platform.
7. The result of the Postal Ballot will be announced on Saturday, the 28th June, 2014 at 12:00 P.M. at the Registered Office of the Company situated at Plot No. 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi - 110019. The result of the Postal ballot will also be communicated to Bombay Stock Exchange Limited and will be displayed at the notice board at Registered Office of the company. The result shall also be posted on the Company's website www.lrfl.in and on the website of CDSL. The result of the Postal Ballot shall also be announced through newspaper advertisement.

8. Voting through Electronic Means

INSTRUCTIONS:

(A) In case of members receiving e-mail:

- i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com.
- iii. Click on "Shareholders" tab to cast your votes.
- iv. Now Select the relevant Electronic Voting Sequence Number (EVSN) - alongwith "LLOYD ROCKFIBRES LIMITED" from the drop down menu and click on the "SUBMIT" for voting

v. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <AAAAA1111B> in the PAN field.

Please enter any one of the details in order to login.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
 - vii) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
 - viii) Now Select the relevant Electronic Voting Sequence Number (EVSN) - alongwith "LLOYD ROCKFIBRES LIMITED" from the drop down menu
 - ix) 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.
 - x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - xi) 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.
 - xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (B) In case of members receiving the physical copy of Notice: [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**
Please follow all steps from sl. no. (ii) to sl. no. (xi) above, to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins on 26th May 2014 (10:00 AM) and ends on 25th June 2014 (5:00 PM). 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 02nd May, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) 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.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED 29.04.2014 PURSUANT TO SECTION 102(2) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013.

The shareholders may recall that the Company was not into operations for 6 years approximately and was declared as a sick company by Hon'ble BIFR. Subsequently a scheme of rehabilitation was submitted with BIFR and M/s NGP group was introduced as co-promoter along with Mr. R.P. Punj. The Company's operations were revived and some good results started coming. Therefore, BIFR formed an opinion that the as the operations of the company has been revived and net worth has also turned positive, therefore, it should come out of the purview of BIFR. But, as the technology and plant, machinery and other infrastructure were old and obsolete, there rose many problems such as a) yield was less as compared to other new units, b) frequent break downs, c) high cost of production as power consumption was high, Labour and raw material transportation cost is high etc. etc. However, inspite of best effort of the management no positive results came and ultimately plant was shut down. Company went again to BIFR but the application was not accepted. There are many and huge liabilities including statutory obligations. At this point of time your directors are left with no alternative except to recommend selling of assets of the company and settle liabilities.

Your management is of the opinion that by selling these assets, the Company will be benefited by two ways:

- a) It will clear off its major loan liabilities;
- b) The Company can revive its operation subsequently.

As per the provisions of Section 180(1)(a) read with Section 110 of the Companies Act, 2013, read with relevant rules framed thereunder, shareholders approvals is required by way of an Special Resolution passed through the process of Postal Ballot.

Hence the resolution.

Your Board of Directors recommends the passing of the same.

None of the directors, Key Managerial Personnel of the Company and their relatives are concerned or interested or concerned financially or in any other way, in the resolution.

For LLOYD ROCKFIBRES LIMITED
Sd/-
(Gaurav Punj)
MANAGING DIRECTOR
DIN:00822420

Place : New Delhi
Date : 29.04.2014

LLOYD ROCKFIBRES LIMITED

Registered Office: Plot No. 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi - 110019
CIN No.: L20293DL1989PLC218564; Website: www.lrfl.in

Postal Ballot Form

1. Name of Shareholder :
(in Block Letters)
(including joint holders, if any)
2. Registered Address :
3. Registered Folio No./ :
DP ID No. / Client Id No. *
(* Applicable to investors holding
shares in dematerialised form)
4. Number of Shares held :
5. I/We hereby exercise my/ our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/ our assent or dissent to the said Special Resolution dated 29.04.2014 by placing (✓) mark at the appropriate box below.

Item no.	No. of Shares	Description		Please place (✓) mark below
1.		Special Resolution for Sale of assets under Section (180) (1)(a) of Companies Act, 2013	I/ We assent to the Resolution I/ We dissent to the Resolution	

Signature of the Shareholder

Place :

Date :

Note: Please read the instructions printed overleaf before exercising the vote

INSTRUCTIONS

1. The relative explanatory statement pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the assent or dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice dated 29.04.2014 is being determined through Postal Ballot including facility of e-Voting through NSDL platform.
3. The Board has appointed Mr. R.S. Bhatia, Practicing Company Secretary, as the Scrutinizer for the purpose of conducting business through Postal Ballot under the Rules.
4. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it directly to the Scrutinizer in the attached preprinted self-addressed envelope. No postage is required to be paid by the Shareholder as the prepaid self-addressed postal envelope is enclosed. Envelope containing Postal Ballots Forms, if deposited with the Company in person or, if sent by courier/registered post at the expense of the registered Shareholder, shall also be accepted by the Company.
5. A (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot Form invalid. Please note that (X) mark or any other mark other than (✓) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (05:00 P.M) on 25th June, 2014. For this purpose, a self-addressed postage pre-paid envelope is enclosed herewith. Please note that any response received from the Shareholders after 05:00 P.M on 25th June, 2014 shall be treated as if no response has come from a Shareholder in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Accordingly, Shareholders are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
7. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot but not later than 27th June, 2014.
8. Mr. R.P. Punj, the Chairman and/ or Mr. Gaurav Punj, Managing Director shall announce the result of Postal Ballot at the Corporate Office, at Plot No. 2, Punjsons Premises, Kalkaji Industrial Area, New Delhi – 110019, on 28th June, 2014. The date of declaration of result of Postal Ballot result will be taken to be the date of passing of the Resolution(s).
9. The Result of Postal Ballot will be published in the Newspaper (English and vernacular) within 48 hours of the declaration of the result and will be placed at the web-site of the Company at www.lrfi.in for information of Members besides being communicated to all the Stock Exchanges on which the shares/ securities are listed. Also to be displayed at CDSL website.
10. This form should be completed and signed by the member as per the specimen signatures registered with the Company. In case of joint holdings, this form should be completed and signed (as per the Specimen Signature registered with the Company) by first named Shareholder and in his absence, by the next named joint holder. In case the Form is signed by persons other than individual members, this form should be signed by an authorized signatory whose signature is already registered with the Company/ Depository Participant.
11. In case of shares held by Companies, Trust, Societies etc., duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
12. If any extraneous paper is found in such envelop the same would not be considered by the Scrutinizer and would be destroyed.
13. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
14. The Postal Ballot shall not be exercised by a Proxy.
15. Unsigned Postal Ballot form will be rejected.
16. Voting Rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the 02nd May, 2014. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
17. Procedure for e-Voting has been mentioned in the Notice and the shareholders of the Company can refer FAQ's available on www.evotingindia.com.