



Lloyds Metals and Energy Limited

Regd. Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442 505, Maharashtra. Tel. 07172 285099 /103/398 Fax 07172 285003.
Corporate Office : Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. Tel.No. 3041 8111. Fax No. 3041 8260
CIN : L40300MH1977PLC019594 Website : www.lloyds.in

FORM A


(Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of the Company	LLOYDS METALS AND ENERGY LIMITED
2.	Annual Financial Statements for the year ended	31 st March, 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of observation	Not Applicable

For Lloyds Metals and Energy Limited


* Babulal Agarwal
Managing Director

For Lloyds Metals and Energy Limited



Shantanu Mohapatra
Chairman of Audit Committee

For Lloyds Metals and Energy Limited


Riyaz Shaikh
Chief Financial Officer

For Todarwal & Todarwal

Chartered Accountants


Sunil Todarwal
Partner
M.No.32512

Date : 10.04.2015

Place : Mumbai

NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of the **Lloyds Metals and Energy Limited** will be held on **Monday, 10th August, 2015 at 12.30 p.m.** at the Registered Office of the Company at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors Report thereon.
2. To appoint a Director in place of Mr. Mukesh R. Gupta (DIN: 00028347), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W) as Statutory Auditors for the financial year 2015-2016, including their remuneration.
4. To reappoint M/s Manisha & Associates, Cost Accountants (Firm Registration No. 000321) as Cost Auditors for the financial year 2015-2016 including their remuneration.

By Order of the Board of Directors

Date : 10th April, 2015
Place : Mumbai

Sd/-
Nitesh Tanwar
Company Secretary

NOTES:

1. **A Member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.**
2. **The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting

rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

4. Corporate Members are requested to send a board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. The proxy form should be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 14.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 3rd August, 2015 to Monday, 10th August, 2015 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
9. In line with the Green Initiative of the Ministry of Corporate Affairs, hard copy of the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to those shareholders who have not registered their e-mail addresses. Shareholders who have registered their e-mail addresses will be sent the soft copies by e-mail. However, a shareholder continues to retain the right to request the Company for a hard copy of the Report.
10. Relevant documents referred to in the accompanying Notice and the Statutory Registers, the Audited Financial Statements, the Directors' Report and the Auditor's Report, will remain open for inspection at the Registered Office of the Company on all working days between 9:00 a.m. to 5:00 p.m. excluding Saturdays, Sundays and public holidays upto the date of the AGM. The Audited Financial Statements, the Directors' Report and the Auditor's Report will be placed on the Company's website on www.lloyds.in
11. Members desiring any information as regards to Accounts are requested to write 7 days in advance to the Company before the date of the meeting to enable the Management to keep full information ready.
12. Members are requested to notify any changes in their address to the Company's Registrar & Transfer Agent, M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.

LLOYDS METALS AND ENERGY LIMITED

13. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

14. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 7th August, 2015 at 9.00 a.m. and ends on 9th August, 2015 at 5.00 p.m. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd August, 2015 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 during the voting period.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. 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.
- vii) 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 (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.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
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. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) 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.
- 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 "LLOYDS METALS AND ENERGY 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 same 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) Note for Non-Individual Shareholders and Custodians :

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.
- II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of 3rd August, 2015.
- III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- IV. The Company has appointed K.C. Nevatia, Practising Company Secretary (Membership No. FCS 3963 CP No. 2348), as the Scrutinizer, to scrutinize the e-voting process, in a fair and transparent manner.
- V. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 38th Annual General Meeting of the Company scheduled to be held on Monday, 10th August, 2015. At the said Annual General Meeting, the Chairman shall declare the results of voting on the Resolutions set out in the Notice. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.lloyds.in within two days of the passing of the resolutions at the AGM of the Company and shall also be communicated to the Stock Exchanges.

By Order of the Board of Directors

Sd/-

**Nitesh Tanwar
Company Secretary**

Date : 10th April, 2015

Place : Mumbai



Lloyds Metals and Energy Limited

Regd. Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra. Tel. 07172 285099 /103/398 Fax 07172 285003.

Corporate Office : Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. Tel.No. 3041 8111. Fax No. 3041 8260

CIN : L40300MH1977PLC019594 Website : www.lloyds.in

Form No. MGT-11

Proxy Form

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

CIN: L40300MH1977PLC019594

Name of the Company : **Lloyds Metals and Energy Limited**

Registered Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra.

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on the **Monday, 10th day of August, 2015, at 12:30 p.m.** at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442505, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No	RESOLUTIONS	For	Against
1.	Receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors Report thereon.		
2.	Appoint a Director in place of Mr. Mukesh R. Gupta (DIN: 00028347), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ratify appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W) as Statutory Auditors for the financial year 2015-2016, including their remuneration.		
4.	Reappoint M/s Manisha & Associates, Cost Accountants (Firm Registration No. 000321) as Cost Auditors for the financial year 2015-2016 including their remuneration.		

Signed this..... day of 2015

Affix
Revenue
Stamp

Signature of Shareholder(s)

Signature of Proxy holder(s)

Notes:

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. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder.
- **4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



Lloyds Metals and Energy Limited

Regd. Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra. Tel. 07172 285099 /103/398 Fax 07172 285003.

Corporate Office : Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. Tel.No. 3041 8111. Fax No. 3041 8260

CIN : L40300MH1977PLC019594 Website : www.lloyds.in

38TH Annual General Meeting

ATTENDANCE SLIP

(To be handed at the entrance of the Meeting Hall)

DP ID *	
Client ID *	

Folio No.	
No. of Shares	

(To be handed over at the entrance of the Meeting Hall)

I, Certify that I am a registered Member/ Proxy for the registered Member of the Company, I hereby record my presence at the 38th Annual General Meeting of the Company held at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra on **Monday, 10th August, 2015 at 12.30 p.m.**

Full Name of Member (in BLOCK LETTERS) _____

Name of the Proxy (in BLOCK LETTERS) _____

(To be filled in if the Proxy attends instead of Member/s)

Member's/Proxy's Signature _____

* Applicable for investors holding shares in electronic form.



Lloyds Metals and Energy Limited

**38th Annual Report
2014 - 15**

LLOYDS METALS AND ENERGY LIMITED

Lloyds Metals and Energy Limited

CIN: L40300MH1977PLC019594

Corporate Information

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Mukesh R. Gupta
Chairman

Mr. Babulal Agarwal
Managing Director

Mr. Rajesh R. Gupta
Non-executive Director

Independent Directors

Mr. Shantanu Mohapatra
Mr. Jagannath Dange

Mr. B.B. Chadha
Dr. B.R. Singh

Mr. Devidas Kambale
Mrs. Bhagyam Ramani

Chief Financial Officer

Mr. Riyaz Shaikh

Company Secretary

Mr. Nitesh Tanwar

AUDITORS

Statutory Auditor

M/s Todarwal & Todarwal
12, Maker Bhavan No. 03,
1st Floor, 21, New Marine Lines,
Mumbai - 400020,
Maharashtra

Cost Auditor

M/s Manisha & Associates
238, Shri Ram Shyam Towers,
2nd Floor, Near N.I.T. Sadar,
Nagpur – 440001,
Maharashtra

Secretarial Auditor

M/s K.C. Nevatia & Associates
J-2, Jolly Highrise Apartments,
10th Floor, 241-A, Pali Mala
Road, Bandra (West),
Mumbai – 400050, Maharashtra

REGISTERED OFFICE & WORKS

SPONGE IRON & POWER PLANT

Plot No. A 1-2,
MIDC Area, Ghugus,
Dist. Chandrapur - 442 505,
Maharashtra

CORPORATE OFFICE

Trade World, 'C' Wing, 16th Floor,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013.
Tel : 022 – 3041 8111
E-mail : investor@lloyds.in

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (E), Mumbai – 400 072.
Phone : 022-4043 0200
Fax : 022-2847 5207
E-mail : investor@bigshareonline.com

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NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of the **Lloyds Metals and Energy Limited** will be held on **Monday, 10th August, 2015 at 12.30 p.m.** at the Registered Office of the Company at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors Report thereon.
2. To appoint a Director in place of Mr. Mukesh R. Gupta (DIN: 00028347), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W) as Statutory Auditors for the financial year 2015-2016, including their remuneration.
4. To reappoint M/s Manisha & Associates, Cost Accountants (Firm Registration No. 000321) as Cost Auditors for the financial year 2015-2016 including their remuneration.

By Order of the Board of Directors

Date : 10th April, 2015
Place : Mumbai

Sd/-
Nitesh Tanwar
Company Secretary

NOTES:

1. **A Member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.**
2. **The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.**
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4. Corporate Members are requested to send a board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. The proxy form should be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 14.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 3rd August, 2015 to Monday, 10th August, 2015 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
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LLOYDS METALS AND ENERGY LIMITED

13. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

14. Voting through electronic means:

i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

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- ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
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DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
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. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) 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.
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- xi) Click on the EVSN for "LLOYDS METALS AND ENERGY 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.
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 - xviii) Note for Non-Individual Shareholders and Custodians :

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.
- II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of 3rd August, 2015.
- III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- IV. The Company has appointed K.C. Nevatia, Practising Company Secretary (Membership No. FCS 3963 CP No. 2348), as the Scrutinizer, to scrutinize the e-voting process, in a fair and transparent manner.
- V. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 38th Annual General Meeting of the Company scheduled to be held on Monday, 10th August, 2015. At the said Annual General Meeting, the Chairman shall declare the results of voting on the Resolutions set out in the Notice. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.lloyds.in within two days of the passing of the resolutions at the AGM of the Company and shall also be communicated to the Stock Exchanges.

By Order of the Board of Directors

Date : 10th April, 2015
Place : Mumbai

Sd/-
Nitesh Tanwar
Company Secretary

LLOYDS METALS AND ENERGY LIMITED

DIRECTORS' REPORT

Your Directors are pleased to present the Thirty Eighth Annual Report and the Company's audited financial statement for the financial year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

	Current Year 2014-15	Previous Year 2013-14
Sales (Net)	63,891.58	56,774.61
Other Income	2,242.46	1,667.66
Total Income	66,134.04	58,442.27
Profit before Interest, Depreciation & Tax	(395.02)	(855.96)
Less : Finance Cost	619.63	715.86
Depreciation	1,067.19	2,672.75
Profit/(Loss) before tax	(2,081.84)	(4,244.57)
Less : Tax Provision	-	-
Net Profit/ (Loss) after Tax	(2,081.84)	(4,244.57)

DIVIDEND

In view of the losses incurred by the Company, your Directors have not recommended any dividend for the year ended 31st March, 2015.

OPERATIONS AND OVERALL PERFORMANCE

Global steel demand grows slower than the global GDP, as a result of the weakness in the emerging world. Global Steel demand grew at a moderate pace of 2% in spite of subdued economy worldwide on the back of improvement of output in the European market, United States and Japan which has partly set off the downturn in China, a world's largest steel maker, which moved from an investment to service-driven economy.

Steel imports by India surged by a whopping 71% to touch a record high of 9.31 million tonne in 2014-15, putting pressure on the already squeezed margins of domestic firms. Steelmakers in India, which remained a net importer of steel for the year, have been on the wrong foot for quite some time now, mainly due to dearer raw materials while their counterparts in China, Japan and Russia took advantage of lower iron ore prices and in some cases, sops offered by the Government. India had imported 7.38 MT of steel in 2009-10, 6.66 MT in 2010-11, 6.86 MT in 2011-12, 7.93 MT in 2012-13 and 5.45 MT in 2013-14.

Exports, however, have been at slower pace than imports, especially in more recent years. Shipments of steel stood at 3.25 MT in 2009-10 and 5.98 MT in 2013-14, only to plunge 8% to 5.5 MT last fiscal. Due to rising imports from countries like China, Japan and Russia, domestic steel industry is struggling to retain margins. Cost structure in these countries has significantly come down because of fall in the prices of iron ore and depreciation of their currencies against dollar. So in dollar terms, their cost of production has come down.

The problem of the domestic steel industry got compounded with the subdued demand. Though the last fiscal was better compared to the previous one, it still remains below potential. Real consumption of the alloy grew by 3.1% to stand at 76.35 MT in the last fiscal compared to 59.34 MT in 2009-10, 66.42 MT in 2010-11, 71.02 MT in 2011-12, 73.48 MT in 2012-13, 74.09 MT in 2013-14.

However, pinning hopes of a better demand days ahead, they continue to raise their output. Production for sale saw a steady rise to 88.12 MT in 2014-15 from 60.62 MT in 2009-10, 68.62 MT in 2010-11, 75.69 MT in 2011-12, 81.68 MT in 2012-13 and 87.67 MT in 2013-14.

India remained to be the world's largest producer of Direct Reduced Iron (DRI) or sponge iron with a host of coal based units, located in the mineral – rich states of the country.

Steel Prices, Globally and Domestically witnessed a sustained downside mainly due to overcapacity, cheaper imports, economic conditions and shift towards other substitutes which significantly impacted the steel prices. Steel makers margins have consistently contracted since FY'11 due to overcapacity and demand–supply gap. Margins of steel producers would continue to be under pressure, given the high cost of production on the back of higher input costs and their limited ability to pass on hikes in costs. The credit profile of steel makers to remain weak next fiscal due to their large debt for working capital and capex coupled with modest EBITDA (earnings before interest, taxes, depreciation, and amortization) margins. Global steel prices will continue to trend downward which will return, exert tremendous pressure on global contract prices of raw materials such as iron ore and coal. The recovery in the world steel pricing momentum would be driven by a reviving economy, stabilization in the Euro-zone and a rebound in the construction industry in developed countries.

A robust and thriving Power sector is central to India's sustained economic growth. India's power sector has evolved substantially over the last few decades and is now witnessing unprecedented interest and investments across the value chain. With the global economic growth and industrialization, power consumption is escalating rapidly, creating demand for more power and compelling industry players to manage their power portfolio efficiently. In 2014-15 as a whole, total power generation in India grew by 8.5% and it is expected to grow by 8.4% in 2015-16. The power transmission sector in India has not been able to keep pace with the rising power demand and generation capacity in the country. The Indian Power Sector faced a challenging year under review as it juggled with increasing power demand, the poor paying capability of power distribution Companies, inadequate domestic coal/gas availability, an inefficient power tariff mechanism and rising financing costs.

The Total Income of the Company was ₹**661.34 Crores** during the year as against ₹**584.42 Crores** in the previous year, showed increase of **13.16%**. The Company has reported Net Loss of ₹**20.82 Crores** during the year under review as against loss of ₹**42.45 Crores** in the previous year.

SPONGE IRON DIVISION

The production of Sponge Iron Division during the year under review was **143384 MT** against **165631 MT** in the previous year showing decrease of **13.43%**. The total income of the division was **₹599.58 Crores** (including trading) as against **₹528.87 Crores** during the previous year, showing increase of **13.37%** as a result of increase in trading of Steel and realization of higher price of sponge iron.

POWER DIVISION

During the financial year 2010-11, in order to utilize the waste heat and convert into productive energy, the Company has commissioned its 30 MW co-generation Waste Heat Recovery Based (WHRB) Power Plant, at Ghugus, Maharashtra. The production of the division was **17.10 MWH** during the year under review as compared to **17.05 MWH** for the previous year. The total income of the division was **₹39.34 Crores** during the year under review as against **₹38.88 Crores** during the previous year showing an increase of **1.17%**.

By virtue of issuance of Commercial Circular No. 154 & 156 dated 23rd January, 2012 by Maharashtra State Electricity Distribution Company Limited and other laws and circulars of authority, the scope of distribution/supply/utilization of electricity through Open Access has been expanded. Due to this, the prospectus of the industry is expected to improve in the nearest future. The Company is exploring all the possibilities, strictly adhering to and complying with the parameters and conditions laid down in the said circulars & other laws to utilize the power generated by its power generation unit.

In respect of Iron ore mining activities, the Company has received all statutory permissions and necessary sanctions from the concerned authorities to commence mining operations. However, due to insurrection by Naxals near Surjagarh Iron Ore Mine in which one of the officials of the Company was killed, the Mining Operations of the Company at Surjagarh Iron Ore Mine at Surjagarh Village, Gadchiroli District, Maharashtra has been temporarily discontinued w.e.f. July, 2013 and the same facts has been informed to the concerned Govt. Authority. The Company is taking adequate steps to commence mining operations.

ENVIRONMENT & SOCIAL OBLIGATION

The Company maintains the pollution free environment in and around its plants. The Company's plants comply with all norms set up for clean & better environment by Competent Authorities.

UNFCCC REGISTRATION

The Waste Heat based power plant of the Company has been accorded final registration with UNFCCC as a 'Clean Development Mechanism' (CDM) project activity. The waste heat based power plant generates power using waste heat from flue gases coming out of 4 numbers 100 TPD and 1 number 500 TPD Sponge Iron Kilns. The project involves 5 numbers waste heat recovery boilers.

The reduction in CO₂ emission from project facility arises from the displacement of an equivalent amount of electricity to the extent of electricity generated from project activity which would have been otherwise generated and supplied by grid.

The project shall be eligible for 109660 Carbon Emission Reductions (CER) Certificates every year for 10 years duration from 2013-2023.

As per the records of UNFCCC, this is the first large scale project from Sponge Iron industry to be accorded the registration by UNFCCC as per the new methodology ACM 0012 introduced by UNFCCC.

MANAGEMENT DISCUSSION AND ANALYSIS

The core business of the Company is manufacturing / marketing of Iron and Steel and generation/distribution of Power. The Management discussions and analysis is given hereunder:-

- a) **Industry structure and development:** The Steel Industry faced sluggish consumption growth mainly on account of execution delay of planned infrastructure and construction projects due to economic slowdown and environment clearances. Better GDP growth in FY'16 on the back of a revival in industry growth would lead to better steel demand growth next fiscal. The domestic steel industry expects no major hike in prices next fiscal due to overcapacity which will continue to limit prices amid the demand increase. Imports are a major threat. Recognizing that electricity is one of the key drivers for rapid economic growth and poverty alleviation, the industry has set itself the target of providing access to all households over the next few years. Over the past few years, there had been a splendid growth in the power generation and capacity and with proper enactment of several policies the trend is likely to continue in the coming years as well.
- b) **Opportunities and threats:** Infrastructure, automobiles and consumer durables are the main drivers for growth of steel industry. The growth in the steel market is expected to be muted in the short term on account of poor growth in core consumer sectors such as infrastructure and construction. The demand is expected to rebound in the latter half of 2015 with growth in infrastructure as announced in the Twelfth Five-year Plan. Growth in the automobile and consumer durable sectors will also support demand growth in the long term. The profitability of the Indian steel industry will come under pressure due to deterioration in the demand-supply equation on the back of macroeconomic challenges being faced by the country. The large steel players and new entrants have announced capacity addition of about 71 MTPA till 2017. Regulatory hurdles and land acquisition challenges remain the largest supply-side constraint for the Indian steel market. Mining bans in Karnataka and Goa and delays in the execution of announced capital projects can further constrain supplies. The main issues confronting

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the industry are non-availability of raw materials, high price volatility, growing raw materials prices, cheap imports, environmental issues and lack of demand.

The National Tariff Policy (2006) has ensured adequate return on investment to Companies engaged in power generation, transmission and distribution and assured electricity to end-users at affordable and competitive rates. In order to attract foreign investments in the power sector, FDI up to 100 per cent is permitted under the automatic route for projects of electricity generation (except atomic energy), transmission, distribution and power trading. Coal shortages, scams, hike in prices of imported coal, lack of land availability, shortage in supply of equipments for new capacities and policy logjam have together paralyzed the prospects of power sector in India in the recent past. The key problems hindering the growth of the power sector are land, fuel, environment, slow regulatory processes, inadequate equipments and forest clearances.

- c) **Segment-wise performance:** The Company is operating two segments, Iron and Steel and Power Generation. Segment Wise results are given at Note No. 14 of significant accounting policies & notes to financial statements. The Company has no activity outside India.
- d) **Outlook:** The longer term outlook for Global Steel Industry would continue to depend on few key issues such as overcapacity, raw materials pricing volatility and potential for economic growth. India's Steel Demand is expected to go up by 3-5 per cent in the next financial year on higher economic growth although margin pressure would continue due to high production costs and limited scope to pass them on to customers. India has the world's fifth-largest electricity generation capacity and demand is expected to surge in the coming years owing to growth in the economy. The long-term average demand growth rate is expected to remain in the higher single digit growth levels given the lower per capita power consumption in India as compared to the global average.
- e) **Risk and concerns:** Steel Industry always runs risk of Industry cycle. The Company is continuously monitoring the supply management practices, technological obsolescence, input prices, price sensitivity and demand volatility are an inherent business risks. The Company undertakes continuous development, training and modernization programme to keep its business efficient. The risks faced by the Power sector are irregular tariff structures, fuel availability, project execution, land acquisition, financial assistance and environment clearance etc. The Company is taking proper actions against the possible industry risks which may affect the business activities of the Company.
- f) **Mitigation of Risks:** The Company in order to mitigate the risks, threats and concerns, is taking necessary short term and long term steps like exploring Open

Access Market for sale of power, expanding customer base, forward integration and energy management etc. The Company has already taken effective steps for raw material security in the long term.

- g) **Internal control system:** In order to attain the corporate objectives, strict internal control systems are required to be implemented across the organization. The same is ensured by the senior management through a mix of periodic reviews, implementation of Standard Operating Procedures, and defining delegation of powers and constant upgradation of IT systems.

The efficacy of Internal Control systems is ensured as a combined result of the following activities:

1. Operational performance is reviewed each month by Senior Management.
2. Performance of each function is closely monitored by the Senior Management through various Weekly/Monthly review meetings. Reviews of all independent functions are regularly undertaken. Simultaneously, cross functional activities are also subject to periodic review.
3. Various policies are introduced from time to time, to ensure effective functioning of various independent departments, such as, Marketing, Finance, HR, etc.

- h) **Discussion on financial performance with respect to operating performance:** The operating performance of the Company has been discussed in Directors Report under the head 'Financial Highlights' & 'Operations and Overall Performance' in the current year.

- i) **Human resources and Industrial relations:** During the year under review the Employee/Industrial relations remained harmonious. Steps were taken continuously by the Company for training its employees in various disciplines. Number of employees as on 31st March, 2015 was **389**.

- j) **Cautionary Statement:** The Management Discussions and Analysis describe Company's projections, expectations or predictions are forward looking statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

SUBSIDIARY & CONSOLIDATED FINANCIAL STATEMENTS

The Company is not required to consolidate its Financial Statements for the year ended 31st March, 2015 as Company do not have any subsidiary.

INVESTOR SERVICES

The Company and its Registrar M/s. Bigshare Services Private Limited who is looking after the physical as well as Demat work and also shareholders correspondence in terms of SEBI direction, for having a common Registrar and Share Transfer Agent, endeavored their best to service the Investors satisfactorily.

RESERVES

The Company did not propose to transfer any amount to any reserves.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there are no changes in the nature of the business of the Company.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

1. in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed and there are no material departures from the same;
2. the Directors have selected such accounting policies and applied them consistently and made judgements 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 31st March, 2015 and of the profit of the Company for the year ended on that date;
3. 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;
4. the Directors have prepared the annual accounts on a 'going concern' basis;
5. 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

6. 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.

BOARD MEETINGS

The **Board of Directors duly met 4 (four) times** respectively on 26th May, 2014, 8th August, 2014, 27th October, 2014 and 21st January, 2015 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No circular resolutions were passed by the Company during the financial year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Mukesh R. Gupta (DIN 00028347)

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Mukesh R. Gupta (DIN 00028347), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Mr. Babulal Agarwal (DIN 00029389)

Mr. Babulal Agarwal (DIN 00029389) was reappointed as a Managing Director for a period of three years with effect from 1st January, 2015.

Mr. Jagannath Dange (DIN 01569430)

Mr. Jagannath Dange (DIN 01569430) was appointed as Additional Non Executive Independent Director of the Company w.e.f. 26th May, 2014, subsequently the approval of the shareholders was sought at the Annual General Meeting held on 30th July, 2014.

Dr. B.R. Singh (DIN 02843001) and Mrs. Bhagyam Ramani (DIN 00107097)

Dr. B.R. Singh (DIN 02843001) and Mrs. Bhagyam Ramani (DIN 00107097) were appointed as Additional Non Executive Independent Directors of the Company w.e.f. 27th October, 2014 subsequently approval of the shareholders was accorded through postal ballot, result of which was announced on 29th December, 2014.

Mr. Sonam Bodh (DIN 06731687)

Mr. Sonam Bodh (DIN 06731687), IDBI Nominee Director was withdrawn as Nominee with effect from 25th November, 2014. The board hereby places on record its sincere appreciation for the valuable guidance and meaningful contribution made by Mr. Sonam Bodh as member of the Board/Committees during the period of his association with the Company.

Mr. Nitesh Tanwar

Mr. Nitesh Tanwar was appointed Company Secretary and Compliance Officer of the Company with effect from 21st January, 2015 in place of Mr. Shyamal Padhiar who resigned with effect from 25th December, 2014.

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DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 and revised clause 49 of the listing agreement, stating that they meet the criteria of independence as provided in section 149(6) of Companies Act, 2013.

PERFORMANCE EVALUATION OF THE DIRECTORS

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board.

The framework of performance evaluation of the Independent Directors captures the following points:

- A. Key attributes of the Independent Directors that justify his/her extension/continuation on the Board of the Company;
- B. Participation of the Directors in the Board proceedings and his/ her effectiveness;

The evaluation was carried out by means of the replies given/ observations made by all the Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Company does not have any employee, whose particulars are required to be given pursuant to the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed hereto marked as Annexure "D" and forms part of this report.

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

Particulars of Investments made pursuant to Section 186 of the Companies Act, 2013 are provided in Note 10 to the Financial Statements. The Company has not given any loan or guarantee or provided any security during the year under review.

The Company, by passing a Special Resolution through Postal Ballot on 29th December, 2014, has taken a limit of ₹ 2000 Crores for making investments, giving loans to any person or other body corporate, giving any guarantee or providing any security in connection with any loan to any person or other body corporate and acquiring by way of subscription, purchase or otherwise the securities of any other body corporate.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY

Pursuant to Section 188 of the Companies Act, 2013, the Company did not enter into any contracts, transactions or arrangement with any of the related party during the financial year ended 31st March, 2015.

COMMITTEES AND POLICIES

Audit Committee

The Audit Committee was reconstituted as per the requirement of the Companies Act, 2013 and revised clause 49 of the listing agreement. The Committee comprises of Mr. Shantanu Mohapatra as the Chairman and Mr. Mukesh R. Gupta, Mr. B.B. Chadha, Dr. B.R. Singh and Mr. Devidas Kambale as the Members.

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors. More details on the committee are given in the Corporate Governance Report.

Nomination and Remuneration Committee

The Company has a Remuneration Committee which is renamed as Nomination and Remuneration Committee as per revised Clause 49 of the Listing Agreement. The Committee comprises of 1 non-executive promoter and 3 Non-executive Directors namely Mr. Mukesh R. Gupta, Mr. B.B. Chadha, Mr. Devidas Kambale and Dr. B.R. Singh. During the financial year 2014-2015, two meetings of Nomination and Remuneration Committee were held i.e. on 26th May, 2014 and 21st January, 2015.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee (formerly known as Stakeholders' / Investors' Grievance Committee) is reconstituted on 27th October, 2014 in terms of revised clause 49 of Listing Agreement and is entrusted with the responsibility of redressing the shareholders'/ investors' complaints with respect to transfer of shares, non-receipt of Annual Report, non-receipt of dividend etc. The Committee comprises of Mr. Mukesh R. Gupta as the Chairman and Mr. Devidas Kambale and Dr. B.R. Singh as the Members.

Risk Management Committee

The Risk Management Committee of the Company is constituted on 27th October, 2014 in terms of revised clause 49 of the listing agreement. The Committee comprises of Mr. Mukesh R. Gupta as the Chairman and Mr. Babulal Agarwal, Mr. Rajesh R. Gupta and Mr. Jagannath Dange as the Members.

Corporate Social Responsibility Committee

Pursuant to Section 135(2) read with Schedule VII of the Companies Act, 2013, the Board of your Company has constituted a CSR Committee. The Committee comprises of Mr. Mukesh R. Gupta as the Chairman and Dr. B.R. Singh and Mr. Rajesh R. Gupta as the members. Your Company has

developed a CSR Policy. The CSR Policy has been uploaded on the Company's website at the web link: <http://www.lloyds.in/policies.html>.

Risk Management Policy

The Risk Management policy is formulated and implemented by the Company in compliance with the provisions of the new Companies Act, 2013 and revised listing agreement. The policy helps to identify the various elements of risks faced by the Company, which in the opinion of the Board threatens the existence of the Company. The Risk Management Policy as approved by the Board is uploaded on the Company's website at the web link: <http://www.lloyds.in/policies.html>.

Remuneration Policy

The Nomination and Remuneration Committee has formulated and implemented "Remuneration policy" in compliance with section 178 of the Companies Act, 2013 read with applicable rules thereto and revised clause 49 of the listing agreement. The policy provides guidelines to the Nomination & Remuneration Committee relating to the Appointment, Removal & Remuneration of Directors and KMP. It also provides criteria for determining qualifications, positive attributes and independence of a director.

The Nomination and Remuneration policy as approved by the Board is uploaded on the Company's website at the web link: <http://www.lloyds.in/policies.html>.

Whistle Blower Policy & Vigil Mechanism

Pursuant to Section 177(9) of the Companies Act, 2013 and revised clause 49 of the Listing Agreement, the Company has formulated Whistle Blower Policy & established Vigil Mechanism for the directors and employees of the Company to report, serious and genuine unethical behaviour, actual or suspected fraud and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. None of the employees of the Company has been denied access to the Audit Committee.

Mr. Nitesh Tanwar, Company Secretary and Compliance officer of the Company, has been designated as Vigilance and Ethics Officer for various matters related to Vigil Mechanism.

The Policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board is uploaded on the Company's website at the web link: <http://www.lloyds.in/policies.html>.

CORPORATE GOVERNANCE

Pursuant to the revised Clause 49 of the Listing Agreement, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchange with which the Company is listed are complied with. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite

certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

AUDITORS AND AUDITORS' REPORT

Statutory Auditor

Pursuant to Section 139 of the Companies Act, 2013, rules made thereunder and subject to approval of the members of the Company at the Annual General Meeting, the Board of directors on the recommendation of the Audit Committee appointed M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No.111009W), as the Statutory Auditors of the Company for the period of three financial years commencing from 1st April, 2014 to 31st March, 2017.

The Board based on the recommendation of the Audit Committee, recommends the ratification of the appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No.111009W) as the Statutory Auditors. The members are thus requested to ratify the appointment of aforesaid Statutory Auditors for the next financial year 2015-2016 at the ensuing Annual General Meeting.

As regards Auditors' observation in Point No. 10 of annexure to the Auditors' Report in respect of cash losses and accumulated losses, it is factually correct that the Company has incurred cash losses and the accumulated losses are more than fifty percent during the year due to adverse market conditions.

Cost Auditor

In terms of provisions of Section 148 of the Companies Act, 2013 and in accordance with notification issued by the Ministry of Corporate Affairs, F.No.52 /26/ CAB – 2010 dated 2nd May, 2011, M/s Manisha & Associates, Nagpur, Cost Accountants were appointed as Cost Auditor of the Company for the financial year 2014-15 and they have offered themselves for re-appointment for the financial year 2015-16. The Company has filed Cost Audit Report for the financial year ended 31st March, 2014 with the Central Government within the time limit prescribed under the Companies Act, 2013.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Mr. K. C Nevatia of K. C Nevatia & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March, 2015. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report is annexed hereto marked as Annexure 'B' and forms part of this Report.

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

The Information on conservation of energy, technology absorption, foreign exchange earnings and out go, which

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is required to be given pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of Companies (Account) Rules, 2014 is annexed hereto marked as Annexure 'A' and forms part of this report.

EXTRACT OF THE ANNUAL RETURN

The Extract of the Annual Return pursuant to section 92(3) of the Companies Act, 2013 for the financial year 2014-15 is annexed hereto marked as 'Annexure C' and forms part of this report.

PAYMENT OF ANNUAL LISTING FEES

Shares of the Company are presently listed at BSE Limited, P.J.Towers, Dalal Street, Mumbai and the Company has paid listing fee upto 31st March, 2016 in respect of above stock exchange.

GENERAL DISCLOSURE

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) to employees of the Company under any scheme save or ESOS.
4. 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.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation and gratitude for the assistance and generous support extended by all Government authorities, Financial Institutions, Banks, Customers and Vendors during the year under review. Your Directors wish to express their immense appreciation for the devotion, commitment and contribution shown by the employees of the Company while discharging their duties.

For and on behalf of the Board

Date : 10th April, 2015
Place : Mumbai

Mukesh R. Gupta
Chairman

ANNEXURE – A

STATEMENT PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF COMPANIES (ACCOUNT) RULES, 2014.

SPONGE IRON PLANT

(A) Conservation of Energy

Energy Conservation Measures Taken:-

The Sponge Iron Plant has achieved Electrical System Power Factor at Unit level and expected to continue the same for the current year and following measures were taken for reducing electrical energy consumption:

1. Replacement of conventional motors with Inverter duty energy efficient motors for Shell Air Fans of 4 x 100 TPD kiln to increase the efficiency and reduction in power consumption.
2. Application of new refractory materials (LC-80 and above) in place of old worn out WHYHEAT-C SPL in kilns which reduces the heat loss from the kilns resultant saving in energy consumption.
3. Optimizing the pulley sizes in different heavy duty fans and pumps to reduce the power Consumption thus saving of Energy.
4. Operation of Make-up Water pump of Overhead tank is controlled through its level. The operating hours are got reduced and thus Energy consumption get reduced.

(B) Research & Development and Technology Absorption

1. Modification is done at dust settling chamber (DSC) and after burning chamber (ABC) and thus power generation from waste heat recovery boiler is significantly increased.
2. ID fan is relocated and placed in parallel to gas flow. Hence more flue gas is being handled by consuming less power in ID fan, thereby free and straight gas path increase the energy efficiency of plant. Earlier ID Fan was placed at 90 degree position which was giving obstruction to gas flow.
3. Substantial reduction of LDO during Kiln lit up.
4. In kilns, Induced Draft Fan is relocated to get the laminar suction of Flue gasses which are released from Kiln and passed through Waste Heat Recovery Boiler. After modification, RPM set point is reduced for a particular feed rate of Kiln input to maintain the kiln pressure. By adopting this modification, the pressure of the kiln is maintained at lower RPM and thus power consumption is reduced to 35Kw/hr.

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FORM – A

Form for Disclosure of Particulars with respect to Conservation of Energy

(Sponge Iron)

5. In kilns, Dust Settling Chamber (DSC) is modified with increase of collection area and shaped properly. Most of the quantity of dust is collected at Draig Chain and less quantity of dust is carried to boiler thereby reduction in failure and downtime resulting in reduction in maintenance cost.

POWER PLANT

(A) Conservation of Energy

Note: Form 'A' is not applicable to power generation activities as it does not fall under the list of industries specified in the schedule attached to Rule 2.

Energy Conservation Measures Taken:-

1. Localized switching arrangements to control the office and building lights.

(B) Research & Development and Technology Absorption

1. Installation of Side Stream Filter in Cooling Water system of Turbine - Side stream filtration systems reduce suspended solids and debris in the system cooling water, which leads to less fouling in the system. Decreasing suspended solids can also help reduce biological growth in the system because suspended solids are a good source of food for microbiological organisms. Effectively managing these conditions through filtration can optimize system performance, increases water and energy efficiency and reduces chemical & maintenance cost.

Advantages of Side Stream Filtration –

- a) Reduction in Water consumption
- b) Reduction in Energy consumption
- c) Reduction in Chemical use
- d) Lower maintenance cost
- e) Control of biological growth

(C) Foreign Exchange Earnings and Outgo

The details of Foreign Exchange Earnings and Outgo are as under :

		(₹ in Lacs)	
		2014-15	2013-14
(1)	Earnings	-	-
(2)	Outgo:		
	Travelling Expenses	28.53	25.04

		UNIT	2014-15	2013-14
1	<u>Electricity</u>			
	a) Purchased			
	Units	Kwh	7,23,083	3,09,730
	Total Amount	₹	1,47,46,590	89,26,932
	Rate/Unit	₹/Kwh	20.39	28.82
	b) Own Generation			
	i) Through Diesel Generator			
	Units	Kwh	-	-
	Units per ltr. of Diesel Oil	Kwh/ltr	-	-
	Cost/Unit	₹/Kwh	-	-
	ii) Through Steam Turbine / Generator (Consumption) *			
	Units	Kwh	1,54,51,338	2,02,99,924
	Total Amount	₹	7,73,57,125	10,16,31,571
	Cost per Unit	₹/Kwh	5.01	5.01
	<small>* Consumption excludes 17790505 (P.Y. 17071656) KWH consumed in power plant and 116522156 (P.Y. 112003419) KWH sold.</small>			
2	<u>Coal</u>			
	Quantity	Ton	3,06,087	3,38,868
	Total Cost	₹	1,08,85,01,903	1,25,01,71,438
	Average Rate	₹/Tonne	3,556.18	3,689.26
3	<u>Fuel Oil</u>			
	a) Furnace Oil			
	Quantity	Ltr.	-	-
	Total Amount	₹	-	-
	Average Rate	₹/Ltr	-	-
	b) LDO/			
	Quantity	Ltr.	1,08,900	1,17,000
	Total Amount	₹	47,05,606	48,68,546
	Average Rate	₹/Ltr.	43.21	41.61
<u>Consumption per unit of Production</u>				
1	<u>PRODUCT Sponge/Iron</u>			
	- Electricity	Kwh/MT	112.87	124.52
	- Coal	Ton/MT	2.01	1.83
	- LDO	Ltr / MT	0.76	0.71

For and on behalf of the Board

Date : 10th April, 2015
Place : Mumbai

Mukesh R. Gupta
Chairman

LLOYDS METALS AND ENERGY LIMITED

ANNEXURE - B SECRETARIAL AUDIT REPORT

For the Company's Financial Year
from 1st April, 2014 to 31st March, 2015

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

To,

The Members,

Lloyds Metals and Energy Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lloyds Metals and Energy Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

Based on our verification of **Lloyds Metals and Energy Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **31st March, 2015**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2015** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
4. 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;
5. Employees Provident Fund and Miscellaneous Provisions Act, 1952
 6. Employees State Insurance Act, 1948
 7. Employers Liability Act, 1938
 8. Environment Protection Act, 1986 and other environmental laws
 9. Equal Remuneration Act, 1976
 10. Factories Act, 1948
 11. Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
 12. Indian Contract Act, 1872
 13. Income Tax Act, 1961 and Indirect Tax Laws
 14. Indian Stamp Act, 1999
 15. Industrial Dispute Act, 1947
 16. Maternity Benefits Act, 1961
 17. Minimum Wages Act, 1948
 18. Negotiable Instruments Act, 1881
 19. Payment of Bonus Act, 1965
 20. Payment of Gratuity Act, 1972
 21. Payment of Wages Act, 1936 and other applicable labour laws

According to the records of the Company, the disputed dues in respect of Excise Duty and Central Sales Tax as at 31st March, 2015 as per details furnished hereunder have not been deposited with appropriate authorities:

Sr. No.	Name of the Acts	Amount (₹ in Lacs)	Dispute is pending at
1	The Central Excise Act, 1944	13.67	Customs, Excise, Service Tax Appellate Tribunal (CESTAT)
		0.82	High Court
		5.20	Supreme Court
2	The Central Sales Tax Act, 1956	1.03	Joint Commissioner - Sales Tax
	Total	20.70	

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to extent applicable.

We 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. 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.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 except according general approval by the members in respect of section 180(1)(a) and section 180(1)(c) through postal ballot approving the maximum limit under both the said sub sections.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

**For K. C. Nevatia & Associates
Company Secretaries**

**K. C. Nevatia
Proprietor**

**Date : 10th April, 2015
Place : Mumbai**

**FCS No.: 3963
C P No.: 2348**

To,
The Members

Lloyds Metals and Energy Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we 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 Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our 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.

**For K. C. Nevatia & Associates
Company Secretaries**

**K. C. Nevatia
Proprietor**

**Date : 10th April, 2015
Place : Mumbai**

**FCS No.: 3963
C P No.: 2348**

Form No. MGT-9

EXTRACT OF ANNUAL RETURNAs on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

1.	CIN	L40300MH1977PLC019594
2.	Registration Date	5 th April, 1977
3.	Name of the Company	LLOYDS METALS AND ENERGY LIMITED
4.	Address of the Registered office and contact details.	Plot No. A 1-2, MIDC Area, Ghugus , Dist. Chandrapur - 442 505, Maharashtra, India, Tel: 022 30418111, Fax: 022 30418260
5.	Category/Sub Category of the Company	Company Limited by Shares/Indian Non Government Company
6.	Whether Listed Company (Yes/No)	Yes (Listed in BSE)
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400 072. Phone: 022-40430200, Fax: 022-28475207, Email Id:investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Sponge Iron & Steel	24102	93.84
2	Power	35106	06.16

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/Associate of the Company	% of Shares held	Applicable Section
1.	NA	NA	NA	NA	NA

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				No. of Shares held at the end of the Year				% Change during the Year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoter										
1. Indian										
a. Individual/HUF	43,60,860	0	43,60,860	3.92	43,60,860	0	43,60,860	3.92	0.00	
b. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00	
c. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00	
d. Bodies Corp.	5,47,24,464	0	5,47,24,464	49.17	5,47,24,464	0	5,47,24,464	49.17	0.00	
e. Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00	
f. Any Other	0	0	0	0.00	0	0	0	0.00	0.00	
Sub Total-A(1)	5,90,85,324	0	5,90,85,324	53.09	5,90,85,324	0	5,90,85,324	53.09	0.00	
2. Foreign										
a. NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00	
b. Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00	

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c. Body Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d. Bank/Fl	0	0	0	0.00	0	0	0	0.00	0.00
e. Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total-A(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholders of Promoters (1+2)	5,90,85,324	0	5,90,85,324	53.09	5,90,85,324	0	5,90,85,324	53.09	0.00
B. Public Shareholding									
1. Institution									
a. Mutual Funds	1,000	2,500	3,500	0.00	1,000	2,500	3,500	0.00	0.00
b. Bank/Fl	7,500	5,500	13,000	0.01	7,500	5,500	13,000	0.01	0.00
c. Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d. State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Co.	0	0	0	0.00	0	0	0	0.00	0.00
g. Flls	0	0	0	0.00	0	0	0	0.00	0.00
h. Foreign portfolio Corporate	0	0	0	0.00	0	0	0	0.00	0.00
i. Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
j. Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total-B(1)	8,500	8,000	16,500	0.01	8,500	8,000	16,500	0.01	0.00
2. Non-Institution									
a. Body Corp	2,20,00,076	1,65,505	2,21,65,581	19.91	2,33,15,515	1,65,505	2,34,81,020	21.10	1.19
b. Individual									
i. Individual Shareholders holding nominal share capital upto ` 1 lakh	58,12,206	28,68,100	86,80,306	7.80	57,18,757	28,24,100	85,42,857	7.68	-0.12
ii. Individual Shareholders holding nominal share capital in excess of ` 1 lakh	1,33,00,850	0	1,33,00,850	11.95	1,21,77,608	0	1,21,77,608	10.94	-1.01
c. Others									
i. NRI (Rep)	10,51,646	4,50,000	15,01,646	1.35	10,27,281	4,47,000	14,74,281	1.32	-0.03
ii. NRI (Non Rep)	0	0	0	0.00	0	0	0	0.00	0.00
iii. Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
iv. OCB	56,00,000	0	56,00,000	5.03	56,00,000	0	56,00,000	5.03	0.00
v. Trust	0	500	500	0.00	0	500	500	0.00	0.00
vi. In Transit	57,333	0	57,333	0.05	31,950	0	31,950	0.03	-0.02
vii. Unclaimed Suspense Account	8,83,250	0	8,83,250	0.79	8,81,250	0	8,81,250	0.79	0.00
Sub Total-B(2)	4,87,05,361	34,84,105	5,21,89,466	46.89	4,87,52,361	34,37,105	5,21,89,466	46.89	0.00
Net Total(1+2)	4,87,13,861	34,92,105	5,22,05,966	46.91	4,87,60,861	34,45,105	5,22,05,966	46.91	0.00
C. Shares held by Custodian for GDRs & ADRs									
Promoter & Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
Public	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	10,77,99,185	34,92,105	11,12,91,290	100.00	10,78,46,185	34,45,105	11,12,91,290	100.00	0.00

LLOYDS METALS AND ENERGY LIMITED

ii) Share Holding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in Shareholding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total Shares	
1	Shree Global Tradefin Ltd	2,19,45,190	19.72	0.20	2,19,45,190	19.72	0.00	0.00
2	ASP Technologies Ltd	1,82,00,170	16.35	9.05	1,82,00,170	16.35	5.11	0.00
3	Trump Investments Ltd	1,45,79,104	13.10	6.69	1,45,79,104	13.10	0.00	0.00
4	Ravi Agarwal	13,65,000	1.23	0.00	13,65,000	1.23	0.00	0.00
5	Renu R. Gupta	6,02,210	0.54	0.42	6,02,210	0.54	0.00	0.00
6	Mukesh R. Gupta	3,53,650	0.32	0.32	3,53,650	0.32	0.00	0.00
7	Rajesh R. Gupta	3,45,860	0.31	0.31	3,45,860	0.31	0.00	0.00
8	Abha M. Gupta	3,34,770	0.30	0.30	3,34,770	0.30	0.00	0.00
9	Shreekrishna Gupta	3,01,000	0.27	0.27	3,01,000	0.27	0.00	0.00
10	Madhur R. Gupta	3,00,000	0.27	0.27	3,00,000	0.27	0.00	0.00
11	Chitralekha R. Gupta	2,58,370	0.23	0.12	2,58,370	0.23	0.00	0.00
12	Priyanka Rajesh Gupta	2,50,000	0.22	0.22	2,50,000	0.22	0.00	0.00
13	Dipti M. Gupta	2,50,000	0.22	0.22	2,50,000	0.22	0.00	0.00

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

Sr No.		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
No Change in Promoters Shareholding					

iv) Shareholding Pattern of top ten Shareholders

(other than Directors, Promoters and Holders of GDRs and ADRs)

Sr No.	Top Ten Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Halan Properties Pvt. Ltd.	87,61,500	7.87	87,61,500	7.87
2	Uttam Exports Pvt. Ltd.	73,90,000	6.64	73,90,000	6.64
3	Jignesh Gopani	27,26,365	2.45	27,26,365	2.45
4	Gopani International Pvt. Ltd.	24,78,693	2.23	24,78,693	2.23
5	Premlata Harlalka	14,18,000	1.27	14,18,000	1.27
6	Vibrant Global Capital Ltd.	11,50,936	1.03	11,45,936	1.03
7	Om Hari Halan	11,00,946	0.99	11,00,946	0.99
8	Narayan Hari Mahabir Prasad Halan	10,30,000	0.93	10,30,000	0.93
9	Ajay Kumar Mahabir Prasad Halan	10,00,000	0.90	10,00,000	0.90
10	Pawan Kumar Maniram Arya	8,95,134	0.80	8,95,134	0.80

v) Shareholding of Directors and Key Managerial Personnel

Sr No.	For each of the Directors and KMP Name of the Director/KMP	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Mukesh R. Gupta	3,53,650	0.32	3,53,650	0.32
2	Rajesh R. Gupta	3,45,860	0.31	3,45,860	0.31

V. INDEBTEDNESS

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

(in ₹)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1. Principal Amount	5,72,76,845	0	0	5,72,76,845
2. Interest due but not paid	0	0	0	0
3. Interest accrued but not due	0	0	0	0
Total of (1+2+3)	5,72,76,845	0	0	5,72,76,845
Change in Indebtedness during the financial year				
+Addition	0	7,50,00,000	0	7,50,00,000
-Reduction	47,12,456	0	0	47,12,456
Net Change	(47,12,456)	7,50,00,000	0	7,02,87,544
Indebtedness at the end of the financial year				
1. Principal Amount	5,25,64,389	7,50,00,000	0	12,75,64,389
2. Interest due but not paid	0	0	0	0
3. Interest accrued but not due	0	0	0	0
Total of (1+2+3)	5,25,64,389	7,50,00,000	0	12,75,64,389

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(in ₹)

Sr No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total
		Babulal Agarwal Managing Director	
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	24,00,000	24,00,000
	(b) Value of perquisites u/s 17(2) of Income Tax Act	0	0
	(c) Profits in lieu of salary u/s 17(3) of Income tax Act	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - As % of profit - Others, specify	0	0
5.	Others, please specify Provident Fund & other Funds	1,44,000	1,44,000
	Performance Bonus	0	0
	Total (A)	25,44,000	25,44,000
	Ceiling as per the Act		42,00,000

B. Remuneration to other directors

Sl. No	Particulars of Remuneration	Name of Directors									Total Amount
		Mukesh R. Gupta	Rajesh R. Gupta	Shantanu Mohapatra	B. B. Chadha	Jagannath Dange	B.R. Singh	Devidas Kambale	Bhagyam Ramani	Sonam Bodh*	
1.	Independent Directors										
	A. Fee for attending Board / Committee meetings	-	-	10,000	9,000	3,000	2,000	11,000	3,000	-	38,000
	B. Commission	-	-	-	-	-	-	-	-	-	-
	C. Others	-	-	-	-	-	-	-	-	-	-
	Total (1)	-	-	10,000	9,000	3,000	2,000	11,000	3,000	-	38,000

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2. Other Non-Executive Directors											
	A. Fee for attending Board / Committee meetings	9,000	4,000	-	-	-	-	-	-	6,000	19,000
	B. Commission	-	-	-	-	-	-	-	-	-	-
	C. Others	-	-	-	-	-	-	-	-	-	-
	Total (2)	9,000	4,000	-	-	-	-	-	-	6,000	19,000
	Total = (1+2)	9,000	4,000	10,000	9,000	3,000	2,000	11,000	3,000	6,000	57,000
	Ceiling as per the Act										42,00,000

* Mr. Soam Both ceased to be a Nominee Director with effect from 25th November, 2014

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr No.	Particulars of Remuneration	Name of Key Managerial Personnel				Total
		CEO	CFO (Riyaz Shaikh)	Company Secretary (Shyamal Padhiar)*	Company Secretary (Nitesh Tanwar) [§]	
1.	Gross Salary	Not Applicable				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act		18,18,975	7,24,643	60,626	26,04,244
	(b) Value of perquisites u/s 17(2) of Income Tax Act		-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of Income tax Act		-	-	-	-
2.	Stock Option		-	-	-	-
3.	Sweat Equity		-	-	-	-
4.	Commission - As % of profit - Others, specify	-	-	-	-	
5.	Others, please specify Provident Fund & other Funds	1,25,364	40,034	5,310	1,70,708	
6.	Performance Bonus	-	-	-	-	
	Total (C)	19,44,339	7,64,677	65,936	27,74,952	

* Mr. Shyamal Padhiar ceased to be Company Secretary with effect from 25th December, 2014

[§] Mr. Nitesh Tanwar appointed as Company Secretary with effect from 21st January, 2015

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (under the Companies Act)

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					

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ANNEXURE - D

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/KMP for Financial year 2014-15 (in ₹)	% increase in Remuneration in the Financial Year 2014-15	Ratio of Remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Babulal Agarwal Managing Director	25,44,000	Nil	9.55	Loss before tax decreased by 50.95%
2.	Mr. Mukesh R. Gupta Chairman and Non Executive Director	9,000	12.5%	0.03	Not Applicable
3.	Mr. Rajesh R. Gupta Non Executive Director	4,000	Nil	0.02	
4.	Mr. Devidas Kambale Non Executive Director	11,000	175%	0.04	
5.	Mrs. Bhagyam Ramani Non Executive and Independent Director	3,000	*	**	
6.	Mr. Shantanu Mohapatra Non Executive and Independent Director	10,000	66.67%	0.04	
7.	Mr. B. B. Chadha Non Executive and Independent Director	9,000	50%	0.03	
8.	Mr. Jagannath Dange Non Executive and Independent Director	3,000	#	##	
9.	Dr. B.R. Singh Non Executive and Independent Director	2,000	\$	\$\$	
10.	Mr. Sonam Bodh IDBI Nominee Director	6,000	^	^	
11.	Mr. Riyaz Shaikh Chief Financial Officer	19,44,339	***	Not Applicable	
12.	Mr. Shyamal Padhiar Company Secretary and Compliance Officer	7,64,677	@		
13.	Mr. Nitesh Tanwar Company Secretary and Compliance Officer	65,936	###		

* Details not given as Mrs. Bhagyam Ramani was not a Director in the financial year 2013-14.

** Details not given as Mrs. Bhagyam Ramani was a Director only for part of the financial year 2014- 15 i.e. w.e.f. 27th October, 2014.

Details not given as Mr. Jagannath Dange was not a Director in the financial year 2013-14.

Details not given as Mr. Jagannath Dange was a Director only for part of the financial year 2014-15 i.e. w.e.f. 26th May, 2014.

\$ Details not given as Dr. B.R. Singh was not a Director in the financial year 2013-14.

\$\$ Details not given as Dr. B.R. Singh was a Director only for part of the financial year 2014-15 i.e. w.e.f. 27th October, 2014.

LLOYDS METALS AND ENERGY LIMITED

^ Details not given as Mr. Sonam Bodh was a Director only for part of the financial year 2014-15 i.e. upto 25th November, 2014.

*** Details not given as Mr. Riyaz Shaikh was not a Chief Financial Officer in the financial year 2013-14.

@ Details not given as Mr. Shyamal Padhiar was a Company Secretary and Compliance Officer only for part of the financial year 2014-15 i.e upto 25th December, 2014.

Details not given as Mr. Nitesh Tanwar was not a Company Secretary and Compliance officer in the financial year 2013-14

- ii. The median remuneration of employees of the Company during the financial year was ₹ 2,66,440.
- iii. In the financial year, there was an increase of 6.04% in the median remuneration of employees.
- iv. There were 389 permanent employees on the rolls of Company as on 31st March, 2015.
- v. Relationship between average increase in remuneration and company performance:-
The Loss before Tax for the financial year ended 31st March, 2015 decreased by 50.95% whereas the increase in median remuneration was 6.04%. The average increase in median remuneration was in line with the basic inflation given to the employees.
- vi. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
The total remuneration of Key Managerial Personnel increased by 2.48% from ₹ 49.87 Lacs in 2013-14 to ₹ 51.11 Lacs in 2014-15 whereas the Loss before Tax decreased by 50.95% to ₹ 2,081.84 Lacs in 2014-15 (₹ 4,244.57 Lacs in 2013-14).
- vii. a) Variations in the market capitalisation of the Company :
The market capitalisation as on 31st March, 2015 was ₹ 71,11,51,343 (₹ 88,03,14,104 as on 31st March, 2014)
b) Price Earnings ratio of the Company was (3.42) times as at 31st March, 2015 and was (2.08) times as at 31st March, 2014.
c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- 1995. An amount of ₹ 1,000 invested in the said IPO would be worth ₹ 213 as on 31st March, 2015 indicating a Compounded Annual Growth Rate of (7.44%).
- viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 3.09 % whereas no increase in the managerial remuneration for the same financial year.
- ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – 1.78 times; and
- x. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Note: Remuneration includes sitting fees paid to the Directors.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operation, and all its interactions with the stakeholders including shareholders, employees, customers, government and suppliers.

II. BOARD OF DIRECTORS

a. Composition of the Board

The Company has an appropriate combination of Executive and Non-Executive Directors including Independent Directors to maintain independence of the Board. The Directors have expertise in the fields of industry, operations, finance, legal and management. The Board provides strategic guidance and independent views to the Company's management while discharging its fiduciary responsibilities.

Structure of Board, Directorship in other Companies and Membership of Committees

Structure of Board of Directors during the financial year 2014-15, attendance at Board meetings and Annual General Meeting (AGM) held during the said year along with requisite information in respect of Directors as per the requirements of Clause 49 of the listing agreement is provided in the following table:

Sr. No.	Name and Designation (DIN)	Category	Attendance in FY 2014-15		Number of Directorships in other Companies		Committee Membership and Chairmanship in other Companies \$		Shareholding in the Company
			Board Meetings (4 Meeting held)	AGM	Private	Public	Chairmanship	Membership	
1.	Mr. Mukesh R. Gupta Chairman (00028347)	Promoter and Non – Executive	4	Yes	-	-	-	-	3,53,650
2.	Mr. Rajesh R. Gupta Director (00028379)	Promoter and Non – Executive	4	Yes	-	1	-	-	3,45,860
3.	Mr. Babulal Agarwal Managing Director (00029389)	Promoter and Executive	4	Yes	-	-	-	-	-
4.	Mr. Shantanu Mohapatra Director (00176836)	Non Executive and Independent	4	Yes	-	1	-	1	-
5.	Mr. B. B. Chadha Director (00298713)	Non Executive and Independent	3	No	-	3	2	2	-
6.	Mr. Devidas Kambale Director (00020656)	Non Executive and Independent	4	No	-	2	-	-	-
7.	Mr. Jagannath Dange* Director (01569430)	Non Executive and Independent	2	No	-	3	-	-	-
8.	Dr. B.R. Singh** Director (02843001)	Non Executive and Independent	1	No	1	-	-	-	-

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Sr. No.	Name and Designation (DIN)	Category	Attendance in FY 2014-15		Number of Directorships in other Companies		Committee Membership and Chairmanship in other Companies \$		Shareholding in the Company
			Board Meetings (4 Meeting held)	AGM	Private	Public	Chairmanship	Membership	
9.	Mrs. Bhagyam Ramani*** Director (00107097)	Non Executive and Independent	2	No	2	7	-	1	-
10.	Mr. Sonam Bodh# Director (06731687)	Nominee Director	1	No	-	-	-	-	-

Note:

* Mr. Jagannath Dange was appointed as Additional & Independent Director w.e.f. 26th May, 2014.

** Dr. B.R. Singh was appointed as Additional & Independent Director w.e.f. 27th October, 2014.

*** Mrs. Bhagyam Ramani was appointed as Additional & Independent Director w.e.f. 27th October, 2014.

Mr. Sonam Bodh withdrawn as Nominee Director w.e.f. 25th November, 2014.

\$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee in all public limited Companies (whether listed or not) and excludes private limited Companies, foreign Companies and Section 8 Companies.

b. Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policies and strategy apart from other regular business matters. Board Meetings are usually held at the Corporate Office of the Company at Mumbai. During the financial year ended on 31st March, 2015, Four Board Meetings were held on 26th May, 2014, 8th August, 2014, 27th October, 2014 and 21st January, 2015. Maximum time gap between two consecutive meetings had not exceeded 120 days.

The agenda and notes are circulated to the Directors in advance. All material information is included in the agenda for facilitating meaningful discussions at the meeting. In case of urgent necessity, resolutions are passed by circulation in accordance with the provisions of Companies Act, 2013. Business Unit heads and senior management personnel make presentations to the Board. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.

The agenda of the meetings of the Board includes quarterly/annual operating plans, capital budgets and updates therein, quarterly/annual standalone financial results of the Company and its operating divisions or business segments, minutes of meetings of the Board and Board Committees, Show cause/demand/prosecution notices and penalty notices which are materially important, fatal or serious accidents, disclosures received from Directors, related party transactions, performance of the Company and projects under implementation, action taken report on decisions taken in Board meetings. Decisions taken at the Board/Committee meetings are communicated to the concerned departments. The minutes are approved by the Board/Committee at its next Meeting.

Independent Directors

The Independent Directors of the Company fully meet the requirements laid down under Clause 49 II (B) of the Listing Agreement.

Tenure of Independent Directors

The tenure of the Independent Directors is fixed in accordance with the requirements laid down in the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

Performance evaluation of Independent Directors

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors. The framework of performance evaluation of the Independent Directors will capture the following points:

- Key attributes of the IDs that justify his/her extension/continuation on the Board of the Company;
- Participation of the Directors in the Board proceedings and his/her effectiveness;

The assessment to determine the key attributes of the Directors should cover the following:

i) Relevant experience and skills

Impact:

- Ability and willingness to speak up
- Ability to carry others
- Ability to disagree, stand his/her ground

Integrity:

- Focus on shareholder value creation
- High governance standards

ii) Assessment of Committee's Effectiveness

Knowledge of business:

- Competition and competitive structure
- Markets and customers
- Suppliers and dealers
- SWOT

Separate meetings of the Independent Directors

The Independent Directors held a Meeting on 21st January, 2015, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at such meeting. At the Meeting, they –

- i) Reviewed the performance of non-independent directors and the Board as a whole;
- ii) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors hold an unanimous opinion that the non independent Directors, including the Managing Director bring to the Board, abundant knowledge in their respective field and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of the Company.

The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The Chairperson has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between the Company's Management and the Board is complete, timely with good quality and sufficient quantity.

Familiarization programme for Independent

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarised with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc.

The details of such familiarization programmes will be disclosed on the Company's website at www.lloyds.in.

III. COMMITTEES OF THE BOARD

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Board of Directors has, from time to time, constituted the following Committees, namely:

a. Audit Committee

i. Terms of Reference

The role and terms of reference of the Audit Committee covers the areas mentioned in the Clause 49 of the Listing Agreement with the Stock Exchanges and Section 177 of the Companies Act, 2013, as amended from time to time, besides other matters as may be referred by the Board of Directors. These, inter alia, include the Review of Company's financial reporting process and disclosure of it's financial information to ensure that the financial statement is correct, sufficient and credible, Review of the adequacy of internal control systems and advising the necessary steps to be taken to correct the weaknesses, Review of the quarterly and annual financial statements before submission to the Board for approval, Review of financial and risk management policies and practices etc..

ii. Composition

As on 31st March, 2015 the audit committee comprised of 5 Non-executive Directors. In view of the changes in clause 49 of listing agreement the audit committee was reconstituted as under:

Name of the Director	Position
Mr. Shantanu Mohapatra	Chairman
Mr. Mukesh R. Gupta	Member
Mr. B.B. Chadha	Member
Mr. Devidas Kambale	Member
Dr. B.R. Singh	Member

The Company Secretary acts as the secretary to the Committee.

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iii. Meetings and Attendance

Four Audit Committee meetings were held during the financial year 2014-15 on 26th May, 2014, 8th August, 2014, 27th October, 2014 and 21st January, 2015.

Details of meetings attended by the members are given below:

Sr. No	Committee Members	Position	Meetings held	Meetings Attended	Remark
1.	Mr. Shantanu Mohapatra	Chairman	4	4	-
2.	Mr. Mukesh R. Gupta	Member	4	4	-
3.	Mr. B.B. Chadha	Member	4	3	-
4.	Mr. Devidas Kambale	Member	4	4	-
5.	Dr. B.R Singh	Member	4	1	Become member w.e.f 27 th October, 2014
6.	Mr. Sonam Bodh	Member	4	1	Ceased to be a member w.e.f. 25 th November, 2014

b. Nomination and Remuneration Committee

The Remuneration Committee constituted earlier now renamed as Nomination and Remuneration committee and it comprises 1 non-executive promoter and 3 Non-executive Directors namely Mr. Mukesh R. Gupta, Mr. B.B. Chadha, Mr. Devidas Kambale and Dr. B.R. Singh. During the financial year 2014-2015, two meetings of Nomination and Remuneration Committee were held during the year 2014-2015 i.e. on 26th May, 2014 and 21st January, 2015.

The remuneration of Director in all the cases is decided by the Board as per the Remuneration policy of the Company subjects to necessary approval of shareholders, Nomination and Remuneration Committee other applicable approvals, if any. Save and except Mr. Babulal Agarwal, Managing Director, no other director has drawn remuneration during the financial year 2014-15.

Mr. Babulal Agarwal was re-appointed as a Managing Director for a term of three years w.e.f. 1st January, 2015 and is responsible for day to day affairs of the Company. During the year Mr. Babulal Agarwal has been paid remuneration of ₹ 25.44 Lacs by way of Salary, Perquisites & Contribution to Provident Fund, in accordance with the provisions of the Companies Act, 2013.

All the Directors except Managing Director are in receipt of sitting fees of ₹ 1000/- per Board / Audit and Other Committee meetings attended by them.

Remuneration of Directors

Details of remuneration paid to Directors of the Company for the financial year ended on 31st March, 2015 are as follows:

Sr. No	Name	Sitting Fees	Salary	Perquisites and Benefits	Shares in profit/ Incentive	Total
1.	Mr. Mukesh R. Gupta	9,000	-	-	-	9,000
2.	Mr. Rajesh R. Gupta	4,000	-	-	-	4,000
3.	Mr. Babulal Agarwal	-	25,44,000	-	-	25,44,000
4.	Mr. Shantanu Mohapatra	10,000	-	-	-	10,000
5.	Mr. B. B. Chadha	9,000	-	-	-	9,000
6.	Mr. Devidas Kambale	11,000	-	-	-	11,000
7.	Mr. Jagannath Dange	3,000	-	-	-	3,000
8.	Dr. B.R. Singh	2,000	-	-	-	2,000
9.	Mrs. Bhagyam Ramani	3,000	-	-	-	3,000
10.	Mr. Sonam Bodh – IDBI Nominee	6,000	-	-	-	6,000

Notes:

- 1) Non- Executive Directors of the Company are not paid any remuneration other than sitting fees.
- 2) Salary & perquisites include all elements of remuneration i.e. salary, reimbursement and other allowances and benefits including employer's provident fund contribution and perquisite value.

c. Stakeholders Relationship Committee

The Stakeholders Relationship Committee (formerly known as Stakeholders'/ Investors' Grievance Committee) has been reconstituted on 27th October, 2014 in terms of Clause 49 of Listing Agreement and is entrusted with the responsibility of redressing the shareholders'/ investors' complaints with respect to transfer of shares, non-receipt of Annual Report, non-receipt of dividend etc.

Composition

This Committee comprises of three Directors, namely, Mr. Mukesh R. Gupta, Mr. Devidas Kambale and Dr. B.R. Singh of the Company. Chairman is elected by the Members present in the Meeting. Board has now appointed Mr. Mukesh R. Gupta as its Chairman. During the year under report Company has received 24 complaints from the shareholders and all these complaints were resolved as on 31st March, 2015.

d. Risk Management Committee

The revised Clause 49 mandates constitution of the Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk Management Policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

The Composition of the Risk Management Committee as at 31st March, 2015 is as under:

Name of the Director	Position
Mr. Mukesh R. Gupta	Chairman
Mr. Babulal Agarwal	Member
Mr. Rajesh R. Gupta	Member
Mr. Jagannath Dange	Member

e. CSR Committee

The Corporate Social Responsibility (CSR) Committee comprises of Mr. Mukesh R. Gupta, (Chairman), Dr. B.R. Singh and Mr. Rajesh R. Gupta.

The CSR Committee shall -

- Formulate and recommend to the Board, a CSR Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act, or as may be prescribed by the Rules thereto;
- Recommend the amount of expenditure to be incurred on the CSR activities; and
- Monitor the CSR Policy of the Company from time to time.

f. Committee of the Board of Directors

The Committee of the Board comprises of Mr. Babulal Agarwal (Chairman), Mr. Mukesh R. Gupta, Mr. Rajesh R. Gupta and Mrs. Bhagyam Ramani. This Committee covers a detailed review and exercises the following powers and when the powers are so exercised, the same shall be presented to the full Board:

- Invest the funds of the Company;
- Borrow monies;
- Grant loans or give guarantee or provide security in respect of loans;
- Business and strategy review;
- Long-term financial projections and cash flows;
- Capital and Revenue Budgets and capital expenditure programmes;
- Acquisitions, divestments and business restructuring proposals;
- Senior management succession planning;
- Any other item as may be referred by the Board to the committee.

IV. SUBSIDIARY COMPANIES

There is no Subsidiary Company.

V. GENERAL BODY MEETINGS

a. Annual General Meeting

The Annual General Meetings of the Company during the preceding three years were held at registered office of the Company at Plot No. A 1-2, MIDC Area, Ghugus, Dist – Chandrapur - 442 505, Maharashtra on the following dates and times, wherein the following special resolutions were passed:

AGM	Year	Date, Day & Time	Brief Description of Special Resolution
35 th	2011-2012	10 th July, 2012 Tuesday, 12.30 P.M.	No Special resolution was passed in the Annual General Meeting
36 th	2012-2013	19 th July, 2013 Friday, 12.30 P.M.	Authority to Board of Directors to make investments u/s 372A of the erstwhile Companies Act, 1956
37 th	2013-2014	30 th July, 2014 Wednesday, 12.30 P.M.	Re-appointment of Mr. Babulal Agarwal as Managing Director of the Company for a period of three years with effect from 1 st January, 2015.

b. Extra Ordinary General Meeting (EGM)

No Extra Ordinary General Meeting (EGM) was held during the last year.

c. Postal Ballot

During the financial year 2014-15, Company has passed Five Special resolutions through Postal ballot for approving:

1	Adoption of new Articles of Association of the Company incorporating provisions of Companies Act, 2013
2	Authority to Board of Directors to borrow monies u/s 180(1)(c) of the Companies Act, 2013

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3	Authority for Creation of Charge / Mortgage on Property of the Company u/s 180(1) (a) of the Companies Act, 2013
4	Giving of Loans / Guarantees, Providing of Securities and Making of Investments in Securities u/s 186 of the Companies Act, 2013
5	Authority to enter into Related Party Transactions under section 188 of the Companies Act, 2013

Summary of the Postal Ballot Forms including vote cast through E-voting is given below:-

Resolution Number	Votes in favour of the Resolution			Votes against the Resolution		
	Valid Ballots	Votes	%	Valid Ballots	Votes	%
1	139	8,36,53,477	99.9964	5	3,020	0.0036
2	135	8,36,51,877	99.9951	8	4,120	0.0049
3	136	8,36,52,077	99.9953	7	3,920	0.0047
4	134	8,36,51,077	99.9941	9	4,920	0.0059
5	134	2,45,66,703	99.9842	8	3,870	0.0158

At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

VI. DISCLOSURES

- Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflicts with the interest of the Company at large :
There were no transactions with related parties pursuant to section 188 of the Companies Act, 2013.
The policy on dealing with related party transactions is placed on the Company's website at www.lloyds.in.
- Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee :
No personnel have been denied access to the audit committee.
- Details of Non-Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to Capital Markets during the last three years :
None
- Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:
The Company has complied with all the mandatory requirements. As regards the Non-Mandatory requirements they are complied with to the extent possible.

VII. MEANS OF COMMUNICATION

Information like quarterly / half yearly / annual financial results and press releases on significant developments in the Company that have been made available from time to time, to the press and presentations made to investors or to the analysts are hosted on the Company's website www.lloyds.in and have also been submitted to the Stock Exchanges to enable them to put them on their websites and communicate to their members. The quarterly / half-yearly / annual financial results are published in Business Standard (English) and Mumbai Lakshadweep (Marathi) newspapers. The Company is electronically filing all reports / information including Quarterly Results, Shareholding Pattern and Corporate Governance Report etc on the BSE website i.e www.listing.bseindia.com.

VIII. GENERAL SHAREHOLDERS' INFORMATION

a. Company Registration Details

The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40300MH1977PLC019594.

b. Annual General Meeting

Date Monday, 10th August, 2015.

Time 12.30 p.m.

Venue Plot No. A 1-2, MIDC Area, Ghugus, Dist Chandrapur - 442 505, Maharashtra.

c. Financial calendar 2015-16 (tentative)

Results for quarter ending 30th June, 2015 First week of August, 2015

Results for half year ending 30th September, 2015 First week of November, 2015

Results for quarter ending 31st December, 2015 First week of February, 2016

Results for year ending 31st March, 2016 Fourth week of May, 2016

d. Book Closure Date

Monday, 3rd August, 2015 to Monday, 10th August, 2015 (both days inclusive)

e. Dividend and its Payment

Not Declared

f. Listing of Shares on Stock Exchanges and Stock Code

Sl. No.	Name of the Stock Exchange	Stock code
1.	BSE Limited	512455

ISIN No.: INE281B01024

Annual listing fee for the year 2015-16 has been paid to BSE.

g. Market Price Data – BSE

The Monthly Movement of Equity Share Price on Bombay Stock Exchange			
2014-2015	Share Price (In ₹)		BSE Sensex
	High	Low	Close
April	9.99	7.57	22,417.80
May	10.84	7.69	24,217.34
June	14.81	8.95	25,413.78
July	13.76	10.02	25,894.97
August	11.67	10.01	26,638.11
September	11.98	9.17	26,630.51
October	11.86	8.13	27,865.83
November	12.24	8.52	28,693.99
December	13.70	8.06	27,499.42
January	11.40	9.10	29,182.95
February	10.70	8.09	29,361.50
March	10.25	6.11	27,957.49

h. Share Transfer System

Share Transfer request are registered within a period of 15 days from the day of receipt. Share transfer request in physical form with demat request have been discontinued from February 2004 in terms of SEBI directive.

i. Reconciliation of Share Capital Audit

The Reconciliation of Share Capital Audit is conducted by a Chartered Accountant in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited (“Depositories”) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with Depositories) and that the requests for dematerialisation of shares are processed by the R&T agent within stipulated period of 21 days and uploaded with the concerned depositories.

j. Distribution of Shareholding

The shareholding distribution of equity shares as on 31st March, 2015 is given hereunder:

Nominal value of each share ₹ 2/-

No. of Share-holders	% of Total	Shareholding	No. of shares	% of total
10,406	84.05	1-500	45,26,594	4.07
1,105	8.93	501-1000	10,41,934	0.94
371	3.00	1001-2000	5,95,231	0.53
147	1.19	2001-3000	3,87,558	0.35
50	0.40	3001-4000	1,80,238	0.16
73	0.59	4001-5000	3,51,721	0.32
73	0.59	5001-10000	5,54,740	0.50
155	1.25	10001 and above	10,36,53,274	93.13
12,380	100.00	Total	*11,12,91,290	100.00

Note:- *Excludes 3,97,875 forfeited shares of ₹ 10 each.

k. Categories of Shareholders (as on 31st March, 2015)

The categories of shareholders are shown hereunder:

Category	No. of Shares	% of Holding
Promoters	5,90,85,324	53.09
Banks/Financial Institutions	13,000	0.01
MFs & UTI	3,500	0.00
FII / NRI / OCB's	70,74,281	6.36
Others	4,51,15,185	40.54
Total	11,12,91,290	100.00

l. Dematerialisation of Shares

Over **96.90%** of the shares have been dematerialized upto 31st March, 2015. Trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. 8th May, 2000 as per notification issued by the Securities and Exchange Board of India.

Liquidity: Company's Shares are traded on the Bombay Stock Exchange.

m. Compliances under Listing Agreement

Company is regularly complying with the provisions of the Listing Agreement. Information, certificates and returns as required under Listing Agreement are sent to the stock exchanges within the prescribed time.

n. CEO and CFO Certification

The Managing Director and the CFO of the Company have given the certification on financial reporting and internal controls to the Board in terms of Clause 49 (V). Managing Director and the CFO certified the quarterly financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

o. Information on Deviation from Accounting Standards, if any

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2014-15

p. Plant locations

Sponge Iron & Power Plant Plot No. A-1/2, MIDC Area, Ghugus, Dist. Chandrapur- 442 505. Maharashtra State.

q. (I) Investor Correspondence

For transfer /dematerialisation of shares payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debentures of the Company.

Bigshare Services Private Ltd
E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri(East), Mumbai – 400072.
Tel No. – 022 – 4043 0200
Fax No. – 022 – 2847 5207
E-mail : investor@bigshareonline.com

(II) Any query on Annual Report

Secretarial Department
Trade World, 'C' wing, 16th Floor, Senapati Bapat Marg, Lower Parel(W), Mumbai- 400 013.
Tel. No. 022-3041 8111
Fax No. 022-3041 8260
E mail : investor@lloyds.in

LLOYDS METALS AND ENERGY LIMITED

- r. **Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, Conversion date and date and likely impact on the Equity**

Not Applicable

- s. **Green Initiative**

Pursuant to section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronic forms. This Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report along with their annexure etc. for the financial year 2014-15 in the electronic mode to the shareholders who have registered their e-mail ids with the Company and/or their respective Depository Participates (DPS).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

IX. CODE OF CONDUCT

The existing code of conduct for the Directors and Senior Management of the Company was revised by the Board in its meeting held on 27th October, 2014. This Code has been laid down with a view to promote good corporate governance and exemplary personal conduct and is applicable to all the Directors and Senior Managerial Personnel of the Company. This Code is also available on the website of the Company www.lloyds.in.

Declaration of compliance of the Code of Conduct in terms of sub-clause (ii) of clause 49(I)(D) of listing agreement is given hereunder: "The Board of Directors of Lloyds Metals & Energy Limited has pursuant to sub clause (i) of clause 49(I)(D) of the listing agreement laid down Code of Conduct for all Board members and senior managerial personnel of the Company which has also been posted on the website of the Company, viz. www.lloyds.in. In terms of sub-clause (ii) of the said clause and as per 'affirmation of compliance' letters received from the Directors and the members of senior managerial personnel of the Company, I hereby declare that Directors and the members of senior management of the Company have complied with the Code of Conduct during the financial year 2014-15."

X. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The auditor's certificate on compliance of clause 49 of the Listing Agreement relating to Corporate Governance is published as an Annexure to this Report.

For and on behalf of the Board

Date : 10th April, 2015
Place : Mumbai

Mukesh R. Gupta
Chairman

CEO / CFO CERTIFICATE UNDER CLAUSE 49 (IX)

To,
The Board of Directors
Lloyds Metals and Energy Limited

We hereby certify that we have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2015 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. 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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the aforesaid period which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control systems, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee that:
 - (a) There have been no significant changes in internal control over financial reporting during the year.
 - (b) There have been no significant changes in accounting policies during the year.
 - (c) There have been no 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.

Babulal Agarwal
Managing Director

Riyaz Shaikh
Chief Financial Officer

Date : 10th April, 2015
Place : Mumbai

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of Lloyds Metals and Energy Limited

We have examined the compliance of the conditions of Corporate Governance by Lloyds Metals and Energy Limited, for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (As stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For and on behalf of

TODARWAL & TODARWAL
Chartered Accountants

Sunil Todarwal
Partner
M.No. 032512

Date : 10th April, 2015
Place : Mumbai

AUDITOR'S REPORT

TO,

THE MEMBERS OF LLOYDS METALS AND ENERGY LIMITED**Report on the Financial Statements**

We have audited the accompanying financial statements of **Lloyds Metals and Energy Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these 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 Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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, on a test basis, about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- *As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of

the Companies Act 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

- We have inquired into the matters specified under section 143(1) and based on the information and explanations given to us, there is no matter to be reported under this section.
- As required by section 143(3) of the Act, we report that:
 - We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013;
 - In our opinion and based on the information and explanations given to us, there are no financial transactions or matters which have any adverse effect on the functioning of the Company.
 - On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of subsection (2) of Section 164 of the Companies Act, 2013.
 - There is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
 - The Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Such other matters as are prescribed by the Companies (Audit and Auditors) Rules, 2014 namely:-
 - The Company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements.
 - The Company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - There has been no any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**No general or special order has been directed by the Central Government, after consultation with National Financial Reporting Authority wrt the changes in CARO reporting as per section 143(11) of the Companies Act 2013, hence we are continuing to give CARO report based on Companies Act, 1956.*

**For and on behalf of
Todarwal & Todarwal
Chartered Accountants
ICAI Reg No : 111009W**

**Sunil Todarwal
Partner
M. No. : 032512**

**Dated : 10th April, 2015
Place: Mumbai**

LLOYDS METALS AND ENERGY LIMITED

ANNEXURE TO AUDITORS' REPORT

[Referred to in above the Auditor's Report of even date to the Lloyds Metals and Energy Limited on the Financial Statements for the year ended 31st March, 2015]

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

(b) As per the information and explanation given to us, fixed assets are physically verified by the management according to a phased programme designed to cover all the locations which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the management during the year physically verified the fixed assets at certain locations and no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanation given to us, the Company has not disposed off any significant part of the fixed assets during the year. Thus, paragraph 4(i)(c) of the Companies (Auditor's Report) Order, 2003 is not applicable.
2. (a) Inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable

(b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information & explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. (a) According to information and explanation given to us, the Company has neither granted nor taken any secured or unsecured loans to / from Companies, firms, parties covered in the register maintained under Section 189 of the Act.

(b) In view of the above, provisions of clause 4(iii) (b), (c), (d), (e), (f) and (g) are not applicable to the Company.
4. In our opinion and according to information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods.
5. (a) On the basis of our examination of the books of account, we are of the opinion that the transactions that need to be entered in the register in pursuance of Section 189 of the Act have been entered in the said register.

(b) In our opinion, and according to the information & explanation given to us, the transactions made during the year with parties covered under Section 189 of the Act have been at prices which are reasonable, having regard to the prevailing market price for such goods and materials or prices at which transaction for similar goods or material have been made with other parties.
6. According to the information and explanation given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Act and the rules framed there under. Hence the provisions of clause 4(vi) are not applicable to the Company.
7. In our opinion and according to information and explanation given to us, the Company's present internal audit system is commensurate with its size and the nature of its business.
8. Pursuant to the rules made by the Central Government, the maintenance of Cost Records have been prescribed u/s. 148(1) of the Companies Act, 2013. We are of the view that prima facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
9. (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also Management representations, undisputed statutory dues in respect of Provident fund, Profession tax, Income Tax, Sales Tax, Value added tax, Wealth tax, Service tax, Custom duty, Excise duty, Cess and other material statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.

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(b) According to the records of the Company, the disputed dues in respect of Excise Duty of ₹19.69 lacs (Previous year ₹12.50 Lacs) ; Service tax ₹NIL (Previous year ₹14.65 lacs) and Sales Tax ₹1.03 lacs (Previous year ₹1.03 lacs) as at March 31st, 2015 have not been deposited with appropriate authorities and no provision has been made for the same.

Sr. No.	Name of the Statute	Amount (In Lacs)	Forum where dispute is pending
1	The Central Excise Act, 1944	13.67	Customs, Excise, Service Tax Appellate Tribunal (CESTAT)
		0.82	High Court
		5.20	Supreme Court
2	The Central Sales Tax Act, 1956	1.03	Joint Commissioner - Sales Tax
	Total	20.70	

- 10 *The Company's accumulated losses at the end of the current year are more than fifty percent of its net worth and they have incurred cash losses during the current year as well as in the immediately preceding financial year.*
- 11 In our opinion and according to the information and explanation given to us and the books of accounts verified by us, the Company has not defaulted in repayment of dues to a financial institution or bank.
- 12 According to information and explanation given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities during the year.
- 13 In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to it. Hence the provisions of clause 4(xiii) are not applicable to the Company.
- 14 According to the information and explanations given to us, the Company is not a dealer or trader in shares,

securities, debentures and other investments. Hence clause 4(xiv) is not applicable to the Company.

- 15 According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from a bank or financial institutions.
- 16 As per information given to us, no fresh term loans have been taken by the Company during the year. Hence the provisions of clause 4(xvi) are not applicable to the Company.
- 17 On the basis of overall examination of the Balance Sheet of the Company and according to information and explanations given to us, there are no funds raised on short-term basis, which have been used for long-term investments.
- 18 According to information and explanation given to us, the Company during the year, has not made any preferential allotment of shares to the party covered in the register maintained under section 189.
- 19 According to information and explanation given to us, the Company has not issued any fresh debenture during the year. Hence the provisions of clause 4(xix) are not applicable to the Company.
- 20 According to information and explanation given to us, the Company has not raised any money by public issue during the year. Hence the provisions of clause 4(xx) are not applicable to the Company.
- 21 During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.

**For and on behalf of
Todarwal & Todarwal
Chartered Accountants
ICAI Reg No : 111009W**

**Date : 10th April, 2015
Place : Mumbai**

**Sunil Todarwal
Partner
M. No. : 032512**

LLOYDS METALS AND ENERGY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

(₹ in Lacs)

		Note No	As at 31 st March, 2015	As at 31 st March, 2014
I.	EQUITY AND LIABILITIES			
	SHARE HOLDERS' FUNDS			
	(a) Share Capital	1	2,243.05	2,243.05
	(b) Reserves and Surplus	2	3,881.88	5,997.28
			6,124.93	8,240.33
	NON-CURRENT LIABILITIES			
	(a) Long Term Borrowings	3	1,023.35	1,566.33
	(b) Other Long Term Liabilities	4	14,923.41	15,899.56
	(c) Long Term Provisions	5	413.52	355.12
			16,360.28	17,821.01
	CURRENT LIABILITIES			
	(a) Trade Payables	6	14,033.80	12,274.70
	(b) Short Term Borrowings	7	750.00	-
	(c) Other Current Liabilities	8	5,683.78	5,947.62
			20,467.58	18,222.32
		42,952.79	44,283.66	
II	ASSETS			
	NON-CURRENT ASSETS			
	(a) Fixed Assets	9		
	(i) Tangible Assets		27,102.22	27,536.98
	(ii) Capital Work-in-Progress		540.31	469.36
			27,642.53	28,006.34
	(b) Non Current Investments	10	8.16	3.15
	(c) Long Term Loans and Advances	11	3,895.80	3,837.45
			31,546.49	31,846.94
	CURRENT ASSETS			
	(a) Inventories	12	3,071.20	4,896.83
	(b) Trade Receivables	13	2,242.61	2,107.31
	(c) Cash and Cash Equivalents	14	1,016.24	985.74
	(d) Short Term Loans and Advances	15	5,076.25	4,446.84
			11,406.30	12,436.72
		42,952.79	44,283.66	
Summary of Significant Accounting Policies		22		

The accompanying notes are an integral part of the financial statements.

As per our Report of even date attached

For and on behalf of

TODARWAL & TODARWAL

Chartered Accountants
ICAI Reg. No. : 111009W

SUNIL L. TODARWAL

Partner

M.No. 32512

Date : 10th April, 2015

Place : Mumbai

For and on behalf of the Board

BABULAL AGARWAL
Managing Director

MUKESH R.GUPTA
Chairman

NITESH TANWAR
Company Secretary

RIYAZ SHAIKH
Chief Financial Officer

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

	Note No	Year Ended 31st March, 2015	Year Ended 31st March, 2014
INCOME			
I.	16	67,577.28	60,980.76
		3,685.70	4,206.15
		63,891.58	56,774.61
II.	17	2,242.46	1,667.66
III.		66,134.04	58,442.27
IV.		EXPENSES:	
(a)		31,807.76	35,448.80
(b)		28,709.97	19,674.90
(c)	18	913.59	(677.33)
(d)	19	1,576.80	1,517.42
(e)	20	3,520.94	3,334.44
(f)	21	619.63	715.86
(g)		1,067.19	2,672.75
		68,215.88	62,686.84
V		(2,081.84)	(4,244.57)
VI		-	-
VII		(2,081.84)	(4,244.57)
VIII		-	-
IX		(2,081.84)	(4,244.57)
X		-	-
XI		(2,081.84)	(4,244.57)
XII		(2,081.84)	(4,244.57)
		(1.87)	(3.81)
		(1.87)	(3.81)
Summary of Significant Accounting Policies		22	

The accompanying notes are an integral part of the financial statements.

As per our Report of even date attached

For and on behalf of

TODARWAL & TODARWAL

Chartered Accountants
ICAI Reg. No. : 111009W

SUNIL L. TODARWAL

Partner

M.No. 32512

Date : 10th April, 2015

Place : Mumbai

For and on behalf of the Board

BABULAL AGARWAL
Managing Director

MUKESH R.GUPTA
Chairman

NITESH TANWAR
Company Secretary

RIYAZ SHAIKH
Chief Financial Officer

LLOYDS METALS AND ENERGY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in Lacs)

		Year Ended 31st March, 2015		Year Ended 31st March, 2014	
A.	CASH FLOW FROM OPERATING ACTIVITIES :				
	Net Profit Before Tax and Extraordinary Items		(2,081.84)		(4,244.57)
	Adjustments for:				
	Depreciation	1,067.19		2,672.75	
	Loss / (Profit) on Sale of Fixed Assets (Net)	3.97		2.93	
	Interest Income	(101.85)		(86.81)	
	Finance Charges	619.63		715.86	
			1,588.95		3,304.73
	Operating Profit Before Working Capital Changes		(492.89)		(939.84)
	Adjustments for:				
	Trade Receivables		(135.30)		2,067.53
	Long Term Loan and Advances		(58.34)		168.59
	Short Term Loan and Advances		(629.42)		(179.10)
	Inventories		1,825.62		(1,782.24)
	Trade Payables Short Term		1,532.95		2,984.74
	Other Liabilities		(158.41)		(209.53)
	Cash Generated from Operations		1,884.20		2,110.15
	TDS (Paid) /Refunded				
	Cash Flow Before Extraordinary Items		1,884.20		2,110.15
B.	CASH FLOW FROM INVESTING ACTIVITIES :				
	Purchase of Fixed Assets		(746.04)		(800.47)
	Sale of Fixed Assets		5.11		3.71
	Sale of Investment		(5.01)		8.10
	Interest Received		101.85		86.81
	Net Cash (Used in) Investing Activities		(644.09)		(701.85)
C.	CASH FLOW FROM FINANCING ACTIVITIES :				
	Increase \ (Decrease) in Unsecured Loan		-		-
	Reduction in Loans		(589.99)		(492.23)
	Finance Charges		(619.63)		(715.86)
	Net Cash (Used in) Financing Activities		(1,209.62)		(1,208.09)
	Net Increase / (Decrease) in Cash and Cash Equivalents		30.50		200.21
	Opening Balance of Cash and Cash Equivalents		985.74		785.53
	Closing Balance of Cash and Cash Equivalents		1,016.24		985.74
	Net Increase/(Decrease) in Cash and Cash Equivalents		30.50		200.21
	Components of Cash and Cash Equivalents				
	Cash on Hand		18.05		9.89
	Balance with Schedule Banks in : Current Account		271.51		249.11
	In Margin Account (Including FDR)		726.68		726.73
	Total Cash and Cash Equivalents		1,016.24		985.74

Notes:

- Cash Flow statement has been prepared following the Indirect method except in case of dividend paid/received and taxes paid which have been considered on the basis of actual movements of cash.
- Previous year's figures have been regrouped/reclassified wherever applicable.
- Figures in brackets represent outflows.

The accompanying notes are an integral part of the financial statements.

As per our Report of even date attached

**For and on behalf of
TODARWAL & TODARWAL**

Chartered Accountants
ICAI Reg. No. : 111009W

SUNIL L. TODARWAL

Partner

M.No. 32512

Date : 10th April, 2015

Place : Mumbai

For and on behalf of the Board

BABULAL AGARWAL

Managing Director

MUKESH R.GUPTA

Chairman

NITESH TANWAR

Company Secretary

RIYAZ SHAIKH

Chief Financial Officer

NOTES TO THE FINANCIAL STATEMENTS

(₹ in Lacs)

	As at 31/03/2015	As at 31/03/2014
Note No. 1		
SHARE CAPITAL		
Authorised		
Equity Shares :		
37,50,00,000 Equity Shares of ₹ 2/- each (Previous Year 37,50,00,000 Equity Shares of ₹ 2/- each)	7,500.00	7,500.00
Preference Shares :		
2,50,00,000 Preference Shares of ₹ 10/- each (Previous Year 2,50,00,000 Preference Shares of ₹ 10/- each)	2,500.00	2,500.00
TOTAL	10,000.00	10,000.00
Issued, Subscribed & Fully Paid Up		
Equity Shares :		
11,12,91,290 Equity Shares of ₹. 2/- each (Previous Year 11,12,91,290 Equity Shares of ₹. 2/- each fully paid up)	2,225.83	2,225.83
3,97,875 Forfeited Equity Shares of ₹. 10/- each (Amount originally paidup) (Previous Year 3,97,875 shares)	17.22	17.22
TOTAL	2,243.05	2,243.05

Notes :

1	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period				
	Equity Shares	31st March, 2015		31st March, 2014	
		In Nos.	Amount (In ₹)	In Nos.	Amount (In ₹)
	At the beginning of the year	111291290	222582580	111291290	222582580
	Issued during the year	-	-	-	-
	Outstanding at the end of the year	111291290	222582580	111291290	222582580
2	Terms/rights attached to equity shares				
	The Company has only one class of shares having a par value at ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share.				
3	Details of Shareholders holding more than 5 % shares in the Company	31st March, 2015		31st March, 2014	
		In Nos.	% holding in the class	In Nos.	% holding in the class
	Equity shares of ₹ 2/- each fully paid up				
	ASP Technologies Ltd	18200170	16.35%	18200170	16.35%
	Shree Global Tradefin Ltd.	21945190	19.72%	21945190	19.72%
	Trump Investments Ltd.	14579104	13.10%	14579104	13.10%
	Halan Properties Pvt. Ltd.	8761500	7.87%	8761500	7.87%
	Uttam Exports Pvt. Ltd.	7390000	6.64%	7390000	6.64%

	As at 31/03/2015	As at 31/03/2014
Note No. 2		
RESERVES & SURPLUS		
Capital Reserves		
Balance as per the last financial statements	7,756.21	7,756.21
Add : Addition during the year	-	-
	7,756.21	7,756.21
Less : Transferred to Profit & Loss Account	-	-
Surplus/(Deficit) in the statement of profit & loss	7,756.21	7,756.21
Balance as per the last financial statements	(1,758.93)	2,485.64
Less : Adjustment of Depreciation for the Assets whose Useful life is over	(33.56)	-
Profit for the year	(2,081.84)	(4,244.57)
TOTAL	3,881.88	5,997.28
Note No. 3		
LONG TERM BORROWINGS		
Secured		
Term Loans		
Indian Rupee Loan from Financial Institutions	-	517.13
Vehicle Loan	46.84	72.69
TOTAL	46.84	589.82
Unsecured		
Other Loans and Advances		
Sales Tax Deferral	976.51	976.51
TOTAL	1,023.35	1,566.33

- Financial Institutions Loan Carries interest @ 4-18% p.a. The loan is repayable in current year avg. yield 9%
- The term Loan from Financial Institution, is secured by first mortgage /charge on the Fixed Assets on which mortgage/charge has been created .This Pertains to the Previous Year.

Note No. 4		
OTHER LONG TERM LIABILITIES		
Creditors for Capital Goods	12,580.00	13,556.15
Security Deposit from Customers	2,343.41	2,343.41
TOTAL	14,923.41	15,899.56
Note No. 5		
LONG TERM PROVISIONS		
Provision for Employee Benefits		
Leave Encashment & Gratuity		
Gratuity	308.54	234.81
Leave Encashment	104.98	120.31
TOTAL	413.52	355.12

LLOYDS METALS AND ENERGY LIMITED

(₹ in Lacs)

	As at 31/03/2015	As at 31/03/2014
Note No. 6		
TRADE PAYABLES		
Acceptances	3,496.96	3,496.42
Trade Payables		
Total outstanding dues of creditors other than Micro and Small Enterprises	10,536.84	8,778.28
Others	-	-
TOTAL	14,033.80	12,274.70

2. The Acceptance is secured by first mortgage /charge on the Current Assets and second Charge on Fixed Assets.

Note No. 7		
SHORT TERM BORROWING		
Loans from others parties	750.00	-
TOTAL	750.00	-

Note No. 9
FIXED ASSETS

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	AS AT 01/04/2014	ADDITIONS	DEDUCTIONS	SOLD / DISCARDED	AS AT 31/03/2015	AS AT 01/04/2014	FOR THE YEAR	WRITTEN BACK	ADJ FOR RETAINED EARNING	AS AT 31/03/2015	AS AT 31/03/2015	AS AT 31/03/2014
FREE HOLD LAND	418.67	-	-	-	418.67	-	-	-	-	-	418.67	418.67
LEASEHOLD LAND	168.60	-	-	-	168.60	-	-	-	-	-	168.60	168.60
FACTORY BUILDING	2,362.69	-	-	-	2,362.69	706.54	82.81	-	-	789.35	1,573.34	1,656.15
STAFF RESIDENTIAL BUILDING	784.09	-	-	-	784.09	199.98	40.93	-	-	240.91	543.18	584.11
PLANT & MACHINERY	29,285.46	620.80	-	-	29,906.26	20,732.29	485.83	-	-	21,218.12	8,688.14	8,553.17
PLANT & MACHINERY-POWER	19,243.07	49.12	-	-	19,292.19	3,364.52	407.01	-	-	3,771.54	15,520.65	15,878.55
COMPUTERS	138.86	0.24	-	-	139.10	107.08	14.70	-	7.71	129.49	9.61	31.78
ELECTRICAL INSTALLATION	17.33	-	-	-	17.33	16.18	0.03	-	-	16.21	1.12	1.15
AIR CONDITIONERS	35.27	-	-	-	35.27	10.62	2.10	-	15.90	28.62	6.66	24.65
OFFICE EQUIPMENTS	21.30	1.37	-	-	22.67	8.38	6.92	-	0.87	16.17	6.50	12.92
FURNITURE & FIXTURES	96.26	3.55	-	-	99.81	39.94	6.62	-	0.47	47.03	52.78	56.32
MOTOR VEHICLES	184.43	-	-	22.77	161.66	33.52	20.24	13.69	8.61	48.68	112.98	150.91
T O T A L	52,756.03	675.08	-	22.77	53,408.34	25,219.05	1,067.19	13.69	33.56	26,306.12	27,102.22	27,536.98
Capital Work in Progress	469.36	105.87	34.92	-	540.31						540.31	469.36
T O T A L	53,225.39	780.96	34.92	22.77	53,948.65	25,219.05	1,067.19	13.69	33.56	26,306.12	27,642.53	28,006.34
PREVIOUS YEAR	52,436.47	1,261.30	472.38	-	53,225.39	22,551.19	2,672.75	4.89	-	25,219.05	28,006.34	

(₹ in Lacs)

	No. of Shares	Face value per Share (₹)	AS AT 31/03/2015	As at 31/03/2014
Note No. 10				
NON-CURRENT INVESTMENTS (At Cost)				
Long Term (Trade)				
Equity Shares - Unquoted				
Investment in Others				
(i) Gadchiroli Metals & Minerals Ltd	19,000.00	10.00	1.90	1.90
19,000 Equity Shares of ₹ 10/- Each (Previous Year 19,000 Equity Shares of ₹ 10/- Each)				
(ii) Vimala Infrastructure Pvt. Ltd	500.00	10.00	1.25	1.25
500 Equity Shares of ₹ 10/- Each (Previous Year 500 Equity Shares of ₹ 10/- Each)				
(ii) Punjab & Maharashtra Co-Op Bank Ltd	20,040.00	25.00	5.01	-
20040 Equity Shares of ₹ 25/- Each (Previous Year- Nil)				
TOTAL			8.16	3.15

(₹ in Lacs)

	AS AT 31/03/2015	As at 31/03/2014
Note No. 11		
LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good unless otherwise stated)		
Security deposits	3,895.80	3,837.45
TOTAL	3,895.80	3,837.45
Note No. 12		
INVENTORIES		
Raw Materials	1,250.58	2,060.95
Work-in Process	63.37	10.01
Finished Goods	124.34	704.42
Trading Goods	279.53	483.22
Stores, Spare Parts	1,030.78	1,132.46
Saleable Scrap	322.60	505.77
TOTAL	3,071.20	4,896.83

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(₹ in Lacs)		
	As at 31/03/2015	As at 31/03/2014
Note No. 13		
TRADE RECEIVABLES		
(Unsecured unless otherwise stated)		
Unsecured		
Outstanding for a period exceeding six months		
Considered Doubtful	54.93	54.92
Considered Good	0.85	-
TOTAL	55.78	54.92
Other Debts		
Considered Good	2,186.83	2,052.39
TOTAL	2,242.61	2,107.31
Note No. 14		
CASH AND CASH EQUIVALENTS		
Balances with Banks in :		
In Current Accounts	271.51	249.11
In Margin Account (FDR)	726.68	726.74
Cash on hand	18.05	9.89
TOTAL	1,016.24	985.74
Note No. 15		
SHORT TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Amount recoverable in cash or kind or for value to be received	4,951.55	4,240.43
Other deposits	72.88	100.52
Tax deducted at source	51.81	105.89
TOTAL	5,076.24	4,446.84

(₹ in Lacs)		
	Year Ended 31/03/2015	Year Ended 31/03/2014
Note No. 16		
REVENUE FROM OPERATIONS		
Sale of Products		
Finished Goods	36,935.62	39,329.92
Traded Goods	28,986.53	19,231.02
Less: Claims, Trade Discounts etc.	132.73	386.25
	65,789.42	58,174.69
Other Operating Revenues		
Saleable Scrap & By products	1,787.86	2,806.07
	67,577.28	60,980.76
Less : Excise Duty	3,685.70	4,206.15
Net Revenue	63,891.58	56,774.61

(₹ in Lacs)		
	Year Ended 31/03/2015	Year Ended 31/03/2014
Note No. 17		
OTHER INCOME		
Interest Income on :		
Bank Deposits	101.85	86.81
From Customers and Others	-	-
	101.85	86.81
Lease Rent Received	490.01	196.10
Industrial Promotion Subsidy	1,557.28	1,372.16
Refund		
Miscellaneous Receipts	49.80	2.21
Amount written back	43.52	10.38
TOTAL	2,242.46	1,667.66
Note No. 18		
CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stocks		
Finished Goods	704.42	332.66
Work - in - process	10.02	9.60
By Products	505.77	683.84
Stock in Trade	483.22	-
	1,703.43	1,026.10
Less: Closing Stocks		
Finished Goods	124.34	704.42
Work - in - process	63.37	10.02
By Products	322.60	505.77
Stock in Trade	279.53	483.22
	789.84	1,703.43
Net Change in Inventory	913.59	(677.33)
Note No. 19		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Allowances	1,292.62	1,278.07
Employer's Contribution to Provident Fund and other Fund	110.52	101.45
Gratuity & Leave Encashment Expenses	97.53	54.83
Staff Welfare/ Workmen Expenses	52.13	59.07
Managerial Remuneration	24.00	24.00
TOTAL	1,576.80	1,517.42

LLOYDS METALS AND ENERGY LIMITED

(₹. in Lacs)

(₹. in Lacs)

	Year Ended 31/03/2015		Year Ended 31/03/2014	
Note No. 20				
MANUFACTURING & OTHER EXPENSES				
Manufacturing Expenses				
Consumables of Stores & Spares		376.91		355.62
Power & Fuel		869.24		1,135.52
Misc. Exp. For Production		839.54		875.39
Fuel & Gases		47.64		49.21
Other Expenses				
Rent		87.84		87.03
Repairs & Maintenance :				
- Plant & Machinery	70.91		42.74	
- Buildings	2.31		0.62	
- Others	22.73	95.95	20.61	63.97
Insurance		2.19		25.36
Rates & Taxes		42.26		36.52
Other Selling Expenses		146.50		161.03
Freight & Forwarding		526.87		79.87
Advertisement (Including Sales promotion Expenses)		2.02		1.37
Auditors' Remuneration :				
As Auditor				
- Audit Fee	2.75		2.75	
- Tax Audit Fee	0.75		0.75	
- Limited Review Fees	-		-	
In Other Manner - For certifications	-		-	
Travelling & Out of Pocket Expenses	-	3.50	-	3.50
Items pertaining to Previous Years				
- At Debit	5.84		-	
- Less: At Credit	-	5.84	-	
Legal Expenses		16.98		40.73
Professional Fees		63.06		48.77
Travelling & Conveyance Expenses		161.56		142.73
Postage, Telephone & Telex Expenses		16.48		15.20
Printing & Stationary		6.65		9.12
Vehicle Hire & Maintenance Charges		75.67		73.28
Sundry Expenses		129.70		116.55
Sitting Fees to Directors		0.57		0.38
Loss on Fixed Assets sold/Discarded (Net)		3.97		2.93
Sundry Balances writtenoff		-		10.38
TOTAL		3,520.94		3,334.44

	Year Ended 31/03/2015		Year Ended 31/03/2014	
Note No. 21				
FINANCE COSTS				
Interest Expenses				
Fixed Loans		141.63		238.69
Others		54.10		15.87
Finance Charges				
Bills Discounting Charges		378.14		412.70
Bank Charges & Comission		38.37		39.22
Others		7.39		9.38
TOTAL		619.63		715.86

Note No. 22

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2015 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2015.

1. SIGNIFICANT ACCOUNTING POLICIES

A) System of Accounting

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B) Fixed Assets

- All fixed assets are valued at cost net of Cenvat unless if any assets are revalued and for which proper disclosure is made in the Accounts.
- In the case of ongoing projects, all pre-operative expenses for the project incurred upto the date of commercial production are capitalized and apportioned to the cost of respective assets.

C) Depreciation

Depreciation on all the assets has been provided on Straight Line Method ("SLM") as per Schedule II of the Companies Act, 2013. Assets individually costing ₹5,000 or less are depreciated fully in the year of purchase.

Lease hold land will be amortized on the expiry of Lease Agreement.

Category / Group of Asset	Useful Life(in years)
Buildings	30
Plant and Machinery	25
Plant and machinery – Power	40
Computer Hardware	3
Electrical Installation	10
Air Conditioners	5
Office equipments	5
Furniture and Fixtures	10
Motor Vehicle	8

D) Inventories

The general practice adopted by the Company for valuation of inventory is as under

Raw materials	: *At lower of cost and net realizable value.
Store & spares	: At cost (weighted average cost)
Work in process	: At cost
Finished goods	: At cost or net realizable value, which ever is lower (Also refer Accounting Policy G)
Traded goods	: At cost
Scrap material	: At cost or net realizable value, which ever is lower

*Material and other supplies held for use in the production of the inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

E) Investments

Investments are valued at cost of acquisition, which includes charges such as Brokerage, Fees and Duties.

F) Expenditure during construction period

Expenditure incurred on projects under implementation are being treated as pre-operative expenses pending allocation to the assets which are being apportioned on commencement of commercial production.

G) Excise Duty

The Excise duty payable on finished goods dispatches is accounted on the clearance thereof from the factory premises. Excise duty is provided on the finished goods lying at the factory premises and not yet dispatched as at the year end as per the Accounting Standard 2 "Valuation of Inventories"

H) Customs Duty

Customs Duty payable on imported raw materials, components and stores and spares is recognized to the extent assessed by the customs department.

I) Foreign Currency Transaction

Foreign currency transactions during the accounting year are translated at the rates prevalent on the transaction date. Exchange differences arising from foreign currency fluctuations are dealt with on the date of payment/receipt. Assets and Liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at the year end rate. The exchange difference is credited / charged to Profit & Loss Account in case of revenue items and capital items.

J) Provision for Gratuity

Provision for Gratuity is made on the basis of actuarial valuation based on the provisions of the Payment of Gratuity Act, 1972.

K) Leave Salary

Provision is made for value of unutilized leave due to employees at the end of the year.

L) Customs Duty Benefit

Customs duty entitlement eligible under pass book scheme / DEPB is accounted on accrual basis. Accordingly, import duty benefits against exports affected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty free imports of raw material yet to be made.

M) Amortization of Expenses

i) Equity Issue Expenses :

Expenditure incurred in equity issue is being treated as Deferred Revenue Expenditure to be amortized over a period of ten years.

ii) Preliminary Expenses :

Preliminary expenses are amortized over a period of ten years.

iii) Debenture Issue Expenses :

Debenture Issue expenditure is amortized over the period of the Debentures.

N) Impairment of Assets

The Company determines whether a provision should be made for impairment loss on fixed assets (including Intangible Assets), by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard – 28 "Impairment of Assets". Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made.

O) Revenue Recognition

Sales/Income of contracts/orders are booked based on work billed. Sales are net of sales return & trade discounts.

P) Contingent Liability :

1 Unprovided Contingent Liabilities are disclosed in the accounts by way of notes giving the nature and quantum of such liabilities.

2 Contingent liabilities not provided for -

(₹ in Lacs)

		As at 31/03/2015	As at 31/03/2014
a)	Letter of Credit/Guarantees issued by Banks	556.70	524.75
b)	Disputed claims of Excise/ Service Tax and CST Authorities	20.72	28.18
c)	Claims against the Company not acknowledged as Debts	145.50	118.90

3 Amount held in Margin / Fixed deposit accounts with banks having lien for facilities given by Banks ₹726.67 Lacs (Previous year ₹726.73 Lacs).

4 The computation of net profit for the purpose of calculation of managerial remuneration u/s 198 of Companies Act, 2013 has not been enumerated since minimum remuneration has been paid to the Managing Director.

5 a) The Company does not envisage any liability for Income Tax for the current year in absence of taxable income.

b) Disclosure as required by the Accounting Standard – 22 "Accounting for Taxes on Income" are given below:

In the event of carry forward losses and unabsorbed depreciation no Deferred Tax Liability has been created for the financial year ending 31st March, 2015. The deferred tax asset has not been recognized as there is no virtual certainty of sufficient future taxable income available against which this deferred tax asset can be realized.

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6 Disclosure as required by the Accounting Standard-15 "Employee Benefit" are given below:

- General Description of Plan : Defined Gratuity Benefit obligation (Unfunded)
- Method of Valuation of Gratuity: Projected Unit Credit Method.
- Reconciliation of opening and closing balance of defined benefit obligation.

(₹ in Lacs)

	2014-2015	2013-2014
Obligation as at the beginning of the year	234.81	211.27
Current Services Cost	37.71	33.55
Interest Cost	21.72	17.43
Actuarial (Gain)/Loss	26.42	(18.33)
Benefits paid	(12.12)	(9.10)
Obligation as at the end of the year	308.54	234.81

d) Expenses recognized during the year.

(₹ in Lacs)

	2014-2015	2013-2014
Current Services Cost	37.71	33.55
Interest Cost	21.72	17.43
Actuarial (Gain)/Loss	26.43	(18.33)
Total Expenses recognized during the year	85.86	32.65

e) Actuarial Assumptions.

- Rate of Interest : 7.75% per annum
- Salary Growth : 8.00% per annum
- Withdrawal Rate : 1%
- Mortality Rate : Indian Assured Lives (2006-08) ultimate Mortality Rates.
- Retirement Age : 60 years

7 Disclosure as required by the Accounting Standard – 20 "Earning Per Share" are given below.

Particulars	2014-2015	2013-2014
NPBT	(20,81,83,969)	(42,44,56,601)
Tax Expenses	-	-
Numerator (A)	(20,81,83,969)	(42,44,56,601)
Denominator (B)	11,13,28,325	11,12,91,290
Basic & Diluted EPS (A/B)	(1.87)	(3.81)

8 Disclosure as required by the Accounting Standard – 18 "Related Party Disclosure" are given below.:

Key Managerial Personnel

(₹ in Lacs)

A		
Name of related party and relationship		
i) Name of the Related Party	Mr. Babulal Agarwal	
ii) Relationship	Key Managerial Personnel	
B		
Transaction with related parties Nature of Transaction		
a) Salary	24.00	24.00
b) PF Contribution	1.44	1.44

- Debtors, Creditors and Loans & Advances are subject to confirmation by the parties. Difference (if any), shall be accounted on such reconciliation.
- During the year power division sales includes sale of power amounting to ₹ 773.57 lacs at selling price to sponge iron division (Previous year ₹ 1016.32 Lacs).
- The Company has no information as to whether any of its suppliers constitute micro, small & medium enterprises as per Micro, Small & Medium Enterprises Development Act, 2006 and therefore, the amount due to such suppliers has not been identified.
- a) **Value of Stores, Chemicals and Packing Materials Consumed:**

	2014-2015		2013-2014	
	₹ in Lacs	%	₹ in Lacs	%
Imported	-	-	-	-
Indigenous	424.56	100	404.83	100
TOTAL	424.56	100	404.83	100

b) **Expenditure incurred in foreign currency on account of**
(₹ in Lacs)

	2014-2015	2013-2014
Travelling Expenses	28.53	25.04
TOTAL	28.53	25.04

- Previous year figures have been regrouped and recast wherever necessary to confirm to the classification of the current year as per the Schedule III of the Companies Act, 2013.

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14) Disclosures as required by the Accounting Standard 17 on "Segment Reporting " are given below :

(₹ in Lacs)

Sr. No.	Particulars	Period Ended 31/03/2015				Year Ended 31/03/2014			
		Sponge Iron & Steel	Power	Elimination	Consolidated	Sponge Iron & Steel	Power	Elimination	Consolidated
I)	Segment Revenue :								
	Sales :								
	External	59,957.89	3,160.11	-	63,118.01	52,886.88	2,871.41	-	55,758.29
	Inter - Segment	-	773.57	(773.57)	-	-	1,016.32	(1,016.32)	-
	Total	59,957.89	3,933.69	(773.57)	63,118.01	52,886.88	3,887.72	(1,016.32)	55,758.29
II)	Segment Result :								
	Operating Net Profit	(2,508.74)	1,538.79	-	(969.96)	(4,182.08)	1,124.16	-	(3,057.92)
	Common Expenses (Net)	-	-	-	(492.26)	-	-	-	(470.79)
	Interest	-	-	-	(619.63)	-	-	-	(715.86)
	Exceptional items	-	-	-	-	-	-	-	-
	Profit before tax				(2,081.84)				(4,244.57)
III)	Segment Assets :	26,242.69	16,360.54	-	42,603.24	27,369.24	16,546.38	-	43,915.61
	Common Assets				341.39				364.90
	Total	26,242.69	16,360.54	-	42,944.62	27,369.24	16,546.38	-	44,280.51
IV)	Segment Liabilities:	22,621.29	12,621.21	-	35,242.50	20,307.90	13,556.15	-	33,864.05
	Common Liabilities	-	-	-	562.01	-	-	-	604.41
	Total	22,621.29	12,621.21	-	35,804.50	20,307.90	13,556.15	-	34,468.46
V)	Capital Expenditure during the year								
	Segment	731.84	14.20	-	746.04	483.19	317.28	-	800.47
	Common	-	-	-	-	-	-	-	-
	Total	731.84	14.20	-	746.04	483.19	317.28	-	800.47
VI)	Depreciation during the year								
	Segment	637.68	429.51	-	1,067.19	1,638.74	1,034.00	-	2,672.75
	Common	-	-	-	-	-	-	-	-
	Total	637.68	429.51	-	1,067.19	-	-	-	2,672.75
VII)	Non Cash Expenses other than Depreciation								
	Segment	-	-	-	-	-	-	-	-
	Common	-	-	-	174.59	-	-	-	107.70
	Total	-	-	-	174.59	-	-	-	107.70

Notes :-

- 1) **Business Segment :** The business operations of the Company comprise Sponge Iron & Power. The business segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns and the internal financial reporting systems.
- 2) Segment information has been prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the enterprise as a whole.



Lloyds Metals and Energy Limited

Regd. Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra. Tel. 07172 285099 /103/398 Fax 07172 285003.

Corporate Office : Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. Tel.No. 3041 8111. Fax No. 3041 8260

CIN : L40300MH1977PLC019594 Website : www.lloyds.in

Dear Shareholder,

Sub: Registration of E-mail ID for servicing of documents by the Company under the Companies Act, 2013 – A Green Initiative by Ministry of Corporate Affairs, Govt. of India

Ministry of Corporate Affairs ("MCA") vide its circular no. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively has notified a "Green Initiative in the Corporate Governance", by allowing paperless compliances by Companies. In terms of the said circulars, the Companies are permitted to send Annual Reports and various notices/ documents to the shareholders through electronic mode to the registered e-mail addresses of shareholders.

The "Green Initiative" proved a welcome step for benefits of society at large for creating sustainable greener environment and your Company continues to fully support the above initiative.

As a step forward to implement the above initiative, we propose to send documents such as notices of general meeting(s), annual reports and other shareholder communications to you by electronic mode. Hence, we appeal all the shareholders, who have yet to register their e-mail id, to register / update the same at the earliest in any of the following manner:

- By registering with your Depository Participant ("DP") in case the Company's shares are held in demat form.
- By sending an e-mail to Bigshare Services Private Limited, Registrar and Share Transfer Agent ("RTA") at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400072.
- By returning the duly filled in form to the RTA, in case the Company's shares are held in physical form.

Please note that these documents shall be available on Company's website www.lloyds.in and shall also be kept open for inspection by the Members at the registered office of the Company during office hours.

The Shareholders will also be entitled to receive Annual Reports/other communications, free of cost, upon receipt of a requisition from you, any time, as a member of the Company.

We are sure, that as a responsible citizen, you will whole heartedly support and co-operate with the Company in implementing this initiative of the MCA.

Best Regards,

For Lloyds Metals and Energy Limited

Nitesh Tanwar
Company Secretary

----- Tear Here ----- ✂

E-COMMUNICATION REGISTRATION FORM

Date:

To,

Bigshare Services Private Ltd.

E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri(East), Mumbai – 400072.

UNIT – LLOYDS METALS AND ENERGY LIMITED

Dear Sir,

Sub : Registration of E-mail ID for serving of Notices/Annual Reports through electronic mode by Company

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents/information in electronic mode to be sent by the Company.

Folio No. / DP ID / Client ID	:
E-mail ID	:
Name of the First / Sole Shareholder	:
Signature	:

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address.



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CIN : L40300MH1977PLC019594 Website : www.lloyds.in

Form No. MGT-11

Proxy Form

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

CIN: L40300MH1977PLC019594

Name of the Company : **Lloyds Metals and Energy Limited**

Registered Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra.

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

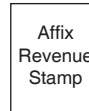
Signature:

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on the **Monday, 10th day of August, 2015, at 12:30 p.m.** at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442505, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No	RESOLUTIONS	For	Against
1.	Receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors Report thereon.		
2.	Appoint a Director in place of Mr. Mukesh R. Gupta (DIN: 00028347), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ratify appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W) as Statutory Auditors for the financial year 2015-2016, including their remuneration.		
4.	Reappoint M/s Manisha & Associates, Cost Accountants (Firm Registration No. 000321) as Cost Auditors for the financial year 2015-2016 including their remuneration.		

Signed this..... day of 2015



Signature of Shareholder(s)

Signature of Proxy holder(s)

Notes:

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. **A Proxy need not be a member of the Company.**
3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder.**
- **4. **This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
5. **Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**
6. **In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**



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Corporate Office : Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. Tel.No. 3041 8111. Fax No. 3041 8260
CIN : L40300MH1977PLC019594 Website : www.lloyds.in

38TH Annual General Meeting

ATTENDANCE SLIP

(To be handed at the entrance of the Meeting Hall)

DP ID *		Folio No.	
Client ID *		No. of Shares	

(To be handed over at the entrance of the Meeting Hall)

I, Certify that I am a registered Member/ Proxy for the registered Member of the Company, I hereby record my presence at the 38th Annual General Meeting of the Company held at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra on **Monday, 10th August, 2015 at 12.30 p.m.**

Full Name of Member (in BLOCK LETTERS) _____

Name of the Proxy (in BLOCK LETTERS) _____

(To be filled in if the Proxy attends instead of Member/s)

Member's/Proxy's Signature _____

* Applicable for investors holding shares in electronic form.

BOOK - POST

If undelivered please return to :

BIGSHARE SERVICES PRIVATE LIMITED

(Unit : Lloyds Metals and Energy Ltd.)

E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East),

Mumbai - 400 072.

Phone : 022-4043 0200

Fax : 022-2847 5207