



LLOYDS STEELS INDUSTRIES LIMITED

Corporate Office : Trade World, 'C' Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013.
Tel: 91-22-3041 8111 Fax 91-22-3041 8260 email : infoengg@lloyds.in, website: www.lloydsengg.in CIN : U28900MH1994PLC081235

PRRG/LSIL/BSEL/2016/113

03.08.2016

Mr. S. Subramanian -DCS-CRD
BSE Limited
P.J. Towers,
Dalal Street,
Mumbai - 400001

Dear Sir,

Sub: Notice of 22nd Annual General Meeting

Ref: Scrip Code - 539992

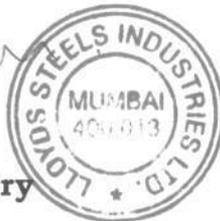
Please find attached herewith Notice of the 22nd Annual General Meeting Scheduled to be held on **Wednesday, 31st August, 2016 at 11.30 am at Registered Office of the Company at Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421401** to transact the Business as attached in the Notice & Explanatory Statement.

Kindly take the same on record.

Thanking you,

Yours faithfully,


P.R. Ravi Ganesan
CFO & Company Secretary



Encl: A/a.

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of the **Lloyds Steels Industries Limited** will be held on **Wednesday, 31st August, 2016 at 11.30 a.m.** at the Registered Office of the Company at Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane – 421 401, 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, 2016, the reports of the Board of Directors and Auditors Report thereon.
2. To ratify the appointment of M/s Todarwal & Todarwal, Chartered Accountants (Firm Registration No. 111009W) as Statutory Auditors for the financial year 2016-2017, including their remuneration.
3. To ratify the appointment of M/s Manisha & Associates, Cost Accountants (Firm Registration No. 000321) as Cost Auditors for the financial year 2015-2016 including their remuneration and to reappoint M/s Manisha & Associates, Cost Accountants as cost auditor for the financial year 2016-17 including their remuneration.

SPECIAL BUSINESS:

4. Appointment of Mr. Ashok Tandon (DIN: 00028301), as Managing Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ashok Tandon, as Managing Director of the Company for a period of 3 years with effect from 20th January, 2016 as well as payment of salary, allowances and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ashok Tandon.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ashok Tandon shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and

things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. To appoint Mr. Vishal Agarwal (DIN: 00168370) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, Mr. Vishal Agarwal (DIN: 00168370), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and shall hold office for 5 (five) consecutive years for a term up to 31st August, 2021.”

6. To appoint Mr. S. N. Singh (DIN: 00398484) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, Mr. S.N. Singh (DIN: 00398484), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and shall hold office for 5 (five) consecutive years for a term up to 31st, August 2021.”

7. To appoint Mrs. Bela Sundar Rajan (DIN: 00548367) as Woman Independent Director to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for

LLOYDS STEELS INDUSTRIES LIMITED

the time being in force) and Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, Mrs. Bela Sundar Rajan (DIN: 00548367), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and shall hold office for 5 (five) consecutive years for a term up to 31st August, 2021.”

8. Authority for Creation of Charge / Mortgage on Property of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** Consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee thereof), under the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules 2014 (including any statutory modification(s) thereof for the time being in force) and the Articles of Association of the Company, to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged, shall not at any point of time exceed the limit of ₹ 200 Crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

9. Authority to Board of Directors to borrow monies and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized

and/ or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time any sum or sums of money (in foreign currency or Indian Rupee) for the purpose of companies operations including for working capital, letter of credits, Bank guarantees, bill discounting, export credits, packing credits etc., on such terms and conditions and with or without security as the Board may think fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys so borrowed by the Board shall not at any point of time exceed the limit of ₹ 200 Crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

10. Giving of Loans/ Guarantees, Providing of Securities and making of Investments in Securities, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (the ‘Act’) and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to make/give, from time to time, any loan(s)/ advances / deposits / investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and/ or provide any security in connection with any loan or loans made by any other person to, or to any other persons by, any other person(s)/ Companies/Body Corporate(s) which shall be subject to aggregate limit of ₹ 100 Crores (Rupees One Hundred Crores only) and which may be individual/ aggregate in excess of the limits prescribed i.e over and above 60% of the Company’s paid up share capital, security premium account and free reserves or 100% of the Company’s free reserves and security premium amount, whichever is more.

RESOLVED FURTHER THAT the aforesaid loans/ investments will be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications,

documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

11. Authority to enter into Related Party Transactions and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provision of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with related parties as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

By Order of the Board of Directors

Date : 19th May, 2016
Place : Mumbai

P. R. Ravi Ganesan
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company.
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. A person can act as a proxy on behalf of members not exceeding 50 (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. The proxy form should be in writing and 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 authorised by it.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. An explanatory Statement setting out details relating to the special business to be transacted at the Annual General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
8. Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. 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. 17.
10. 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.

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11. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24th August, 2016 to Wednesday, 31st August, 2016 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
 12. 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.
 13. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, 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 09:00 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.lloydsengg.in
 14. 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.
 15. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.
 16. 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.
 17. **Information and other instructions relating to e-voting are as under:**
 - a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - b. The facility for voting through ballot shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'ballot'.
 - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again. Please note that 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.
- d. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
 - e. The Board of Directors of the Company has appointed K.C. Nevatia, Practicing Company Secretary (Membership No. FCS 3963 CP No. 2348), as the Scrutinizer, to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - f. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 24th August, 2016.
 - g. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 24th August, 2016 only shall be entitled to avail the facility of remote e-voting /Ballot.
 - h. The Scrutinizer, after scrutinizing the votes cast at the meeting (Ballot) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.lloydsengg.in. The results shall simultaneously be communicated to the Stock Exchange.
 - i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 31st August, 2016.
 - j. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 28th Aug, 2016 at 9.00 a.m. and ends on 30th August, 2016 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 24th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iv. Click on "Shareholders" tab.

- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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 STEELS INDUSTRIES LIMITED**" on which you choose to vote.
- 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 E-Mail to helpdesk.evoting@cdslindia.com.

- 18. The route map of the venue of the Annual General Meeting is appended to this Annual Report.

By Order of the Board of Directors

Date : 19th May, 2016
Place : Mumbai

P. R. Ravi Ganesan
Company Secretary

LLOYDS STEELS INDUSTRIES LIMITED

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

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

Item No. 4

Mr. Ashok Tandon has joined the Board on 15th January, 2014, as an Additional Director of the Company, who has been subsequently regularized as Director of the Company by the members at their meeting held on 30th September, 2014. Mr. Ashok Tandon aged about 57 years, is having 38 (Thirty Eight) years of experience in engineering field. He has done B.E (Mechanical) from S.G.S. Institute of Technology & Science, Indore. He has unique exposure of diversified working with different organizations such as Hindustan Petroleum Corpn. Ltd, M N Dastur & Co., Ispat Industries Limited and various other organizations in the past.

The Board at their meeting held on 20th January, 2016, resolved to appoint Mr. Ashok Tandon as Managing Director of the Company and fixed his remuneration till 31st March, 2016, with liberty to the nomination and remuneration committee and the board for enhancement / revision of the same from 1st April, 2016. The Board at their meeting held on 31st March, 2016, resolved to revise the remuneration of Mr. Ashok Tandon with effect from 1st April, 2016 as recommended by the nomination and remuneration committee subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Ashok Tandon and the terms and conditions of the re-appointment are given below:

Particulars	Upto 31/03/2016 (Per annum)	w.e.f 01/04/2016 (Per annum)
(a) Remuneration	₹ 44,46,768	₹ 52,11,276
(b) Perquisites and Allowances	₹ 10,19,500	₹ 31,63,368

But perquisites and allowances exclude the followings:

- Contribution to Provident Fund and Superannuation fund, as per rules of the Company.
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - Leave and Encashment of Leave as per the Rules of the Company.
- (c) The Company shall pay to or reimburse to the Managing Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.
- (d) In the event of loss or inadequacy of profit, in any financial year during his tenure as the Managing Director, the aforesaid remuneration will be treated as minimum remuneration subject to the approval of the central government, if any, as may be required.

THE REQUISITE INFORMATION AS REQUIRED PURSUANT TO SCHEDULE V SECTION II (A) TO COMPANIES ACT, 2013 AS UNDER:

I. GENERAL INFORMATION:

- Nature of Industry:** Manufacturing of Engineering and Capital Equipment products and execution of turnkey contracts.
- Date of commencement of Commercial Production:** 1994.
- In case of new Companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus. :** N.A.
- Financial performance based on given indicators (₹ in Lakhs):**

Particulars	2014-2015	2015-2016
Total Income	51,941.88	12,494.21
Profit Before Tax	265.37	63.63
Profit after tax	265.37	63.63

- Export performance and net foreign exchange collaborations:** Nil
- Foreign Investments or collaborations, if any –** NIL

II. INFORMATION ABOUT THE APPOINTEE:

i. Background Details:

Mr. Ashok Tandon has done B.E (Mechanical) from S.G.S Institute of Technology & Science. He is aged about 57 years and having 38 years of experience in engineering field. He has unique exposure of diversified working with different organizations such as Hindustan Petroleum Corpn. Ltd, Ispat Industries limited and various other organizations in the past.

ii. Past Remuneration:

Nil

iii. Recognition or Awards:

Nil

iv. Job Profile and its suitability:

He was appointed as an Additional Director on 15th January, 2014 and subsequently, regularized as Director of the Company by the members at their meeting held on 30th September, 2014. He is responsible for the overall affairs and the operation of the Company.

v. Remuneration:

Particulars	Upto 31/03/2016 (Per annum)	w.e.f 01/04/2016 (Per annum)
(a) Remuneration	₹ 44,46,768	₹ 52,11,276
(b) Perquisites and Allowances	₹ 10,19,500	₹ 31,63,368

But perquisites and allowances exclude the followings:

- Contribution to Provident Fund and Superannuation fund, as per rules of the Company.

- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c. Leave and Encashment of Leave as per the Rules of the Company.
- d. The Company shall pay to or reimburse to the Managing Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.
- e. In the event of the loss or inadequacy of profit, in any financial year during his tenure as the Managing Director, the aforesaid remuneration will be treated as minimum remuneration subject to the approval of the central government, if any, as may be required.
- vi. **Comparative remuneration:** The remuneration proposed is reasonable as compared to size of the company, industry profile and position of the person as well as the profile in the industry.
- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial person, if any:-** None

III. OTHER INFORMATION:

Reasons of loss or inadequate profits:

- Increase in the cost of production
- Shortage of Working Capital
- Margin pressure due to competitive industry
- Lack of expansion in the associated industries and lack of new projects

Steps taken or proposed to be taken for improvement:

- Efforts to improve the working capital of the Company;
- Exploring new/fresh business opportunities/avenues;
- Exploring export orders/outside country jobs

A copy of relevant documents have been kept open, at the Registered Office of the Company, to inspection by the Members of the Company, between 11.00 a.m. to 1.00 p.m., on all working days, excluding, Saturday Sunday and Public Holidays, till the date of the ensuing Annual General Meeting of the Company.

The Board accordingly recommends the Resolution set out in Item No. 4 for the approval of the Shareholders.

None of the other Directors except Mr. Ashok Tandon is in any way concerned or interested in this Resolution.

Item No. 5

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

The Board of Directors have proposed that Mr. Vishal Agarwal be appointed as an Independent Director of the Company.

The appointment of Mr. Vishal Agarwal shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vishal Agarwal for the office of Director of the Company.

Mr. Vishal Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Vishal Agarwal that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Vishal Agarwal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulation. Mr. Vishal Agarwal is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. Vishal Agarwal

Mr. Vishal Agarwal is Graduate in Commerce with vast experience in Steel Industry for more than 15 years and carrying on Business in trading of all types of steel, catering to the requirements of Oil, Petrochemical and Ship Building Industries.

He does not hold any shares of the Company in his name.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Vishal Agarwal is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Mr. Vishal Agarwal as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mr. Vishal Agarwal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

The Board of Directors have proposed that Mr. S.N. Singh be appointed as an Independent Director of the Company. The appointment of Mr. S.N. Singh shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. S.N. Singh for the office of Director of the Company.

Mr. S.N. Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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The Company has received a declaration from Mr. S.N. Singh that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. S.N. Singh fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulation. Mr. S.N. Singh is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. S.N. Singh

Mr. S.N. Singh is Metallurgical Engineer, having served in different Iron & Steel plants both in Public and Private Sectors, including Essar, JSPL & SAIL for over 40 years. Working as Chief Advisor to CERI (MCC Capital and Engineering Research Institute) since August 2014.

He does not hold any shares of the Company in his name.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. S.N. Singh is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Mr. S.N. Singh as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mr. S.N. Singh and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

The Board of Directors have proposed that Mrs. Bela Sundar Rajan be appointed as an Independent Woman Director of the Company. The appointment of Mrs. Bela Sundar Rajan shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Bela Sundar Rajan for the office of Director of the Company.

Mrs. Bela Sundar Rajan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Bela Sundar Rajan that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mrs. Bela Sundar Rajan fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulation. Mrs. Bela Sundar Rajan is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mrs. Bela Sundar Rajan

Mrs. Bela Sundar Rajan is Postgraduate in Law and Journalism with more than two decades of experience in Public Relations, Media and Communications.

As the Founder and Director of Sampark Public Relations Pvt. Ltd., she played a stellar role in nurturing key clients in the Corporate space and later entered into a JV with Ketchum Inc to form Ketchum Sampark where she spearheads Ketchum Sampark's new initiatives in the Corporate Social Responsibility Space.

She has been active in various industry bodies, part of the Editorial Board of Advertising Club of Mumbai and the Chairperson of FLO (The Ladies Organization of Federation of Indian Chambers of Commerce of India – FICCI, 2010-11, Mumbai Chapter) where her focus was to promote young upcoming women entrepreneurs and educate the girl child. During her term FLO launched the Sanitation for Girls in Secondary Schools (SGS) initiative.

She has been commended for her initiatives in this area by Ms Valerie B Jarrett, Chief Advisor to President Obama, White House in 2010 and has been recognized as India's Top 10 Women in Public Relations consulting by "Reputation Today".

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Bela Sundar Rajan is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Mrs. Bela Sundar Rajan as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mrs. Bela Sundar Rajan and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

Pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Company can dispose-off its undertakings/property/assets through sale or lease or provide security of its assets for repayments of loan or otherwise only with the approval of the shareholders accorded by way of a special resolution.

The Company may sell, lease, dispose off/create charge and/ or mortgage all or any of the immovable and movable property of the Company wheresoever situated, present & future, and the whole of the undertaking of the Company in favor of any other person/banks/financial institution/NBFCs or otherwise in future, to secure the repayment of the fund and/or non-fund based credit facilities availed or to be availed by the Company or its Holding/Subsidiary/Associate Companies or otherwise, for a sum of money not exceeding ₹ 200 Crores.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

None of the Director and Key Managerial Personnel of the

Company is concerned or interested in the said resolution except to the extent of their shareholding, if any.

Item No. 9

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Company can borrow money exceeding its paid up capital and free reserves that is to say, reserves not set apart for any specific purpose only with the approval of the shareholders accorded by way of Special resolution.

The Company intends to borrow from time to time any sum or sums of money which along with sums already borrowed by the Company (apart from temporary loans obtained from the Company's Banker in the ordinary course of business) may exceed the aforesaid limit but not exceeding ₹ 200 Crores and seeks your approval for same.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

None of the Director and Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding, if any.

Item No. 10

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013, the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person/ other bodies corporate to the extent of 60% of its paid-up share capital and free reserves and security premium account or 100% of its free reserves and security premium account whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a special resolution.

The Company may either directly or through its holding/ subsidiaries/ joint ventures/associate companies/other bodies corporate or persons be required to provide financial support by way of loan(s)/ and/or guarantee(s) and/or security(ies)/ investment in securities of any other person/ holding/ subsidiaries/ joint ventures/associate companies/other bodies corporate or otherwise, in order to achieve greater financial support and other benefits from such persons/companies.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount not exceeding ₹100 Crores from time to time in/to one or more of the persons/entities ie. Subsidiaries / Holding / Joint Ventures / Associate Companies /other bodies corporate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

Except Directors and Key Managerial Personnel's of the Company who are/may be Directors/Shareholder in one or more Persons/bodies corporate described here in above, no

other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

Item No. 11

Pursuant to Section 188 of the Companies Act, 2013, the Company may enter into certain related party transactions in future. Such transactions by the Company with related parties may attract provisions of section 188 of the Companies Act, 2013 for which approval of shareholders by special resolution is required. Hence as a practice of good corporate governance, board seeks your approval for such future transactions.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the members.

None of the Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company or any their Interest as director or shareholder or partner or otherwise in such other related party entity, if any.

By Order of the Board of Directors

Date : 19th May, 2016

Place : Mumbai

P. R. Ravi Ganesan
Company Secretary