Lloydsteel

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** : L28900MH1994PLC081235

PRRG/LSIL/NSEL/2018/90 10.07.2018

The National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir/Madam,

Sub: Notice of 24th Annual General Meeting

Ref: Symbol: LSIL – Series: BE – Trade for Trade.

Please find attached herewith Notice of the 24th Annual General Meeting Scheduled to be held on **Thursday the 9th August, 2018 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.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Lloyds Steels Industries Limited

P.R. Ravi Ganesan
CFO & Company Secretary

LLOYDS STEELS INDUSTRIES LTD. MUMBAI 400 013

Encl: A/a.

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of the **Lloyds Steels Industries Limited** will be held on **Thursday, 9th August, 2018 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 Standalone Financial Statements of the Company for the year ended 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.

2. To ratify the appointment of M/s Todarwal & Todarwal LLP, Chartered Accountants (Firm Registration No. 111009W/W100231) as Statutory Auditors for the Financial Year 2018-2019, including their remuneration.

SPECIAL BUSINESS:

3. **Reappointment of M/s. Manisha and Associates, Cost Accountants (Firm Registration No.000321) as Cost Auditors for the Financial Year 2018-19 including their remuneration.**

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof, for the time being in force), M/s. Manisha and Associates, Cost Accountants, Nagpur (Firm Registration No. 000321), whose appointment as the Cost Auditors of the Company for the financial year 2018-2019 has been duly approved by the Board of Directors based on the recommendations of the Audit Committee of the Company, to conduct the audit of the cost records of the company for the financial year ending 31.03.2019 at a remuneration of ₹ 30,000/- plus travel and out of pocket expenses and the same may be ratified by the members of the Company at the Annual General Meeting".

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this Resolution.

4. **Revision in Terms of Remuneration of Mr. Ashok Tandon, Managing Director of the Company w.e.f 1st April, 2018.**

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Special Resolution**:

   "**RESOLVED THAT** in partial modification of the resolution passed by the members at the 22nd Annual General Meeting of the Company held on 31st August, 2016 for the appointment of Mr. Ashok Tandon as the Managing Director of the Company and the terms of remuneration payable to him and the provisions of section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other consents and permission as may be necessary, the Board of Directors at their meeting held on 4th May, 2018 resolved to revise the remuneration of Mr. Ashok Tandon, (DIN: 00028301), Managing Director w.e.f. 1st April, 2018 as recommended by the Nomination & Remuneration Committee subject to the approval of the Shareholders at this Annual General Meeting to be paid as under, including salary, allowances and perquisites for the remaining period of his tenure i.e upto 19th January, 2019 within the maximum ceiling limit prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time and in force unless approval from Central Government is obtained to pay in excess of the limits prescribed:

   The details of revised remuneration of Mr. Ashok Tandon is given below:

Sr. No	Particulars	Upto 31.03.2018 (per annum)	w.e.f. 01.4.2018 (per annum)
a)	Remuneration	₹ 52,11,276	₹ 55,21,860
b)	Perquisites & Allowances	₹. 31,63,368	₹ 39,15,516
	Total	**₹ 83,74,644**	**₹ 94,37,376**

   RESOLVED FURTHER THAT Mr. Ashok Tandon, Managing Director shall also be eligible for the following which shall not be included in the computation of the ceiling on remuneration. The perquisites and allowances exclude the followings:

   a) Contribution to Provident Fund;

   b) Gratuity payable at rate not exceeding half a month's salary for each completed year of service, and

   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.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. **Reappointment of Mr. Ashok Tandon as a Managing Director of the Company for a further Period of 3 Years from 20th January 2019.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company; and as recommended by the Board of Directors and Nomination and Remuneration Committee of the Board and subject to such other approval(s), permission(s) and sanction(s), as may be required, the consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Ashok Tandon [DIN: 00028301], as Managing Director of the Company for a further period of 3 years with effect from 20th January, 2019 to 19th January, 2022, as well as payment of salary, commission and perquisites (hereinafter referred to as "remuneration") as revised from 01.04.2018 and approved by the Shareholders in the Annual General Meeting to be held on 9th August, 2018 within the maximum ceiling limit prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time and in force unless approval from Central Government is obtained to pay in excess of the limits prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to grant increment or vary perquisites from time to time during the tenure of the Managing Director but however that the aggregate of the remuneration and perquisites shall not exceed the maximum ceiling specified in schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution".

By Order of the Board
For **Lloyds Steels Industries Limited**

Date: 04th May, 2018 **P.R. Ravi Ganesan**
Place: Mumbai **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 authorized 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. 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.

7. 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.

8. 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. 16.

9. 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.

10. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 2nd August, 2018 to Thursday, 9th August, 2018 (both days inclusive**) in terms of the provisions of Section 91 of the Companies Act, 2013.

11. 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.

    During the period shareholder's of the Company holding shares either in physical form or in Dematerialiased forms as on Benpos date (Record Date) i.e. 30th June, 2018 will receive Annual Report 2018.

12. 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 up to 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**

13. 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 the required information ready.

14. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.

15. 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.

16. **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 M/s. 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. 2nd August, 2018.

    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. 2nd August, 2018 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 9th August, 2018.

    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 6th August, 2018 at 10.00 a.m. (IST) and ends on 8th August, 2018 at 5.00 p.m. (IST) During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized

form, as on the cut-off date of 2nd August, 2018 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) • 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. • 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.**

17. The route map of the venue of the Annual General Meeting is appended to this Notice.

By Order of the Board
For Lloyds Steels Industries Limited

Date: 04th May, 2018 **P.R. Ravi Ganesan**
Place: Mumbai **Company Secretary**

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. 3

The Board on recommendations of the Audit Committee in their meeting held on 4th May, 2018 has approved the re-appointment of M/s. Manisha and Associates, Cost Accountants as Cost Auditor to conduct the Cost Audit of the Company for the Financial year 2018-19 at a remuneration of ₹ 30,000/- plus taxes and out of pocket expenses towards travel etc.,

In accordance with the provisions of Section 148 of the act read with Companies (Audit & Auditors) Rules, 2014, the re-appointment and remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

Accordingly, consent of the member is sought for passing the Ordinary Resolutions as set out at item No. 3 of the Notice for ratification of the reappointment and remuneration payable to the cost auditors for the financial year ending 31st March, 2019.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out at item No. 3 of the Notice except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution set out at the item no. 3 of the Notice for approval of members of the Company.

Item No. 4:

The Board of Directors of the Company at its meeting held on **4th May, 2018** proposed to seek the approval of members by way of special resolution for the revised remuneration payable to Mr. Ashok Tandon with effect from 1st April, 2018, for remaining period of his tenure i.e. upto 19th January, 2019, in terms of applicable provisions of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee. The details as required under Schedule V to the Companies Act, 2013 is provided in Item No. 5 of the Notice under the heading **"DISCLOSURES AS PER SUB CLAUSE (iv) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE ACT".** Except Mr. Ashok Tandon, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in this resolution. The Board recommends the Special Resolutions set out at the Item no. 4 of the Notice for approval of the members of the Company.

Item No. 5:

Mr. Ashok Tandon was appointed by the Shareholders in the Annual general meeting held on 31st August, 2016 as Managing Director of the Company for a period of three years i.e. from 20th January, 2016 to 19th January, 2019. His term as Managing Director of the Company will expire on 19th January, 2019. Keeping in view that Mr. Ashok Tandon has rich and varied experience in the Industry and has been involved in the operations of the Company over a period of time, it is proposed to re-appoint him for further period of three years from 20th January, 2019 to 19th January, 2022. The re-appointment of Mr. Ashok Tandon [DIN: 00028301] as the Managing Director of the Company shall require the approval of the shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approvals of the Central Government and other authorities, if required. The proposed re-appointment of and payment of remuneration to Mr. Ashok Tandon [DIN: 00028301] as the Managing Director has been considered and recommended by the Nomination and Remuneration Committee and the Board of Directors at its meetings held on 4th May, 2018.

The remuneration and terms of re-appointment are set out below:

Sr. No	Particulars	Upto 31.03.2018 (per annum)	Proposed Upto 19.01.2019 (per annum)	Proposed from 20.01.2019 (per annum)
a)	Remuneration	₹ 52,11,276	₹ 55,21,860	₹ 55,21,860
b)	Perquisites & Allowances	₹ 31,63,368	₹ 39,15,516	₹ 39,15,516
	Total	**₹ 83,74,644**	**₹ 94,37,376**	**₹ 94,37,376**

Mr. Ashok Tandon, Managing Director shall also be eligible for the following which shall not be included in the computation of the ceiling on remuneration. The perquisites and allowances exclude the followings:

a) Contribution to Provident Fund;

b) Gratuity payable at rate not exceeding half a month's salary for each completed year of service, and

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.

General Conditions:

1. The Managing Director will perform his Duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.

2. The Managing Director shall act in accordance with the Articles of Association of the Company and shall

abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.

3. The Managing Director shall adhere to the Company's code of conduct.

4. Mr. Ashok Tandon satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013, for his re-appointment. He is not disqualified for being appointed as Director in terms of Section 164 of the Companies Act, 2013.

5. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ashok Tandon under section 190 of the Companies Act, 2013.

As per Audited Financial Statements of the Company for the Financial Year 2017-18, the Company has inadequate profit, therefore, pursuant to the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to Managing Director should be in accordance with the provisions of Schedule V of the Act.

DISCLOSURES AS PER SUB CLAUSE (iv) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE ACT:

I. General Information:

1	Nature of Industry	Engineering and Fabrication Industry	
2	Date or expected date of commencement of commercial production	The Company has commenced its production activities since 1994.	
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators	Financial Year 2017-18 (₹ in Lakhs)	Financial Year 2016-17 (₹ in Lakhs)
	Total Income	12,250.25	8,163.28
	Profit/ (Loss) before tax	298.11	109.63
	Net profit after Taxation	200.08	102.50
5	Foreign investments or collaborations, if any.	Not Applicable	

II. Information about Mr. Ashok Tandon

1	Background Details	Mr. Ashok Tandon has done B.E. (Mechanical) from SGS Institute of Technology & Service. He is aged about 59 years and having 40 years of experience in Engineering field. He has unique exposure of diversified working with different organization such as Hindustan Petroleum Corporation Ltd., Ispat Industries Limited and various other organizations in the past.
2	Past Remuneration	Salary – ₹ 52,11,276/- per annum, and Other allowances & Perquisites – ₹ 31,63,368/- per annum
3	Job Profile and its Suitability	At present, Managing Director of the Company. 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 and designated as Managing Director since January 2016. He is responsible for day to day affairs of the Company.
4	Proposed Remuneration and Allowances/ Perquisites	Remuneration ₹ 55,21,860 Allowances/Perquisites ₹ 39,15,516
5	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is reasonable as compared to size of the Company, profile and position of the person as well as with respect to the industry.
6	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, 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 and 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 and exploring export order/outside country jobs.
Expected increase in productivity and profits in measurable terms.	The Company is expecting to improve the productivity and to earn profits in the nearest future.

Profile of Mr. Ashok Tandon is given in this notice. The Board considers that his re-appointment would be of immense benefit to the Company. Accordingly the Board of Directors recommends his re-appointment.

Except Mr. Ashok Tandon being appointee, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolutions set out at the item no. 5 of the Notice for approval of members of the Company.

By Order of the Board
For **Lloyds Steels Industries Limited**

Date: 04th May, 2018
Place: Mumbai

P.R. Ravi Ganesan
Company Secretary

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 : L28900MH1994PLC081235

Dear Shareholder(s),

Sub: Mandatory updates of PAN and Bank details against your shareholding and Mandatory De-materialization of Shares

Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, shareholders whose ledger folios do not have or have incomplete details with respect to their PAN and Bank Account particulars are mandatorily required to furnish these details to the Issuer Company/RTA for registration under their folio. Accordingly, your folio needs to be updated with the PAN/Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.

You are hence requested to submit the following documents within 21 days of receipt of this communication:

- The form which has been provided overleaf of this letter, duly filled in and signed by all the shareholders.
- Self-attested copy of PAN Card of all the holders.
- Cancelled cheque leaf of first named holder (in absence of cheque leaf, provide self attested first page of passbook)
- Self-attested copy address proof such as any one of Aadhaar Card/Bank Passbook or statement/Utility Bill/Driving License/Voter ID Card / Passport as required for update of details:

In case if you have any queries or need any assistance in this regard, please contact:

Mr. P.R. Ravi Ganesan Compliance Officer, Lloyds Steels Industries Limited, Trade World, "C" Wingh, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Tel +91 22 3041 8111 E-mail : infoengg@lloyds.in,prraviganesan@lloyds.in	Bigshare Services Private Limited, Unit: Lloyds Steels Industries Limited., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East),Mumbai - 400059 Tel. +91 22 62638200 E-mail: investor@bigshareonline.com

Further, in case of change in your address, bank details etc., please inform about the same to our RTA in writing alongwith necessary supporting documents for up-dation in the system.

SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Gazette Notification dated 8th June 2018 has mandated that transfer of securities would be carried out in dematerialized form only with effect from 5th December 2018. Accordingly, the shareholders who are having their shares in physical form are advised to dematerialize the same in line with the SEBI Regulations **on or before 5th December, 2018**.

Thanking You,

Yours faithfully,
For Lloyds Steels Industries Ltd.,

Sd/
P.R. Ravi Ganesan
Compliance Officer

Ref No.

To,
Bigshare Services Pvt. Ltd.,
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East)
Mumbai 400 059

Dear Sir/Madam,

Unit : Lloyds Steels Industries Limited

I/We hereby furnish our PAN and Bank mandate details for update in your records. I/We enclose herewith:

1) Self-attested copy of PAN Cards of all the holders,

2) Original cancelled cheque leaf/first pageof attested bank passbook and

3) Self attested copy address proof such as any one of Aadhaar Card/Bank Passbook or Statement/Utility Bill/ Driving License/Voter ID Card/Passport as required for update of details:

Folio No	
Mobile No	
E-mail id	

Bank Account Details (for electronic credit of Dividends)		
Name of the Bank		
Name of the Branch		
Account No. (as appearing in your cheque book)		
Account Type (Please tick as applicable)	Saving	Current
9 Digit MICR No. (as appearing on the MICR Cheque issued by the bank)		
11 Digit IFSC Code		

	Name	PAN	Signature
First Holder :			
Joint Holder 1:			
Joint Holder 2:			

Date :

Place :

NB: The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.

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 : L28900MH1994PLC081235

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, Government of India

Ministry of Corporate Affairs ("MCA") vide its Circular No.17/2011 and 18/20-11 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 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 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai -400 059
- 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.lloydsengg.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 Steels Industries Limited

Sd/-

P.R. Ravi Ganesan,
Chief Financial Officer & Company Secretary

Tear Here

E-COMMUNICATION REGISTRATION FORM

Date :

To,
Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai -400 059
Phone : 022-6263 8200
Fax : 022-6263 8299; E-Mail : investor@bigshareonline.com

Unit : Lloyds Steels Industries 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.

Lloyds Steels Industries Limited

Regd. Office: Plot No.A-5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401
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 **E-Mail:** infoengg@lloyds.in, website: www.lloydsengg.in
CIN: L28900MH1994PLC081235

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: L28900MH1994PLC081235

Name of the Company : Lloyds Steels Industries Limited
Registered Office : Plot No. A-5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401, 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 24th Annual General Meeting of the Company, to be held on the Thursday, 9th August, 2018 at 11.30 P.M. at Plot No. A-5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401 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 year ended 31st March, 2018, the reports of the Board of Directors and Auditors Report thereon.		
2.	Ratify appointment of M/s. Todarwal & Todarwal, LLP, Chartered Accountants (Firm Registration No.111009W/W100231) as Statutory Auditors for the Financial Year 2018-19, including their remuneration.		
3.	Reappointment of M/s. Manisha & Associates, Cost Auditors for the financial year 2018-19 and their remuneration thereof.		
4.	Revision in terms of Remuneration of Mr. Ashok Tandon, Managing Director of the Company w.e.f. 1.4.2018.		
5.	Reappointment of Mr. Ashok Tandon as Managing Director of the Company for further period of 3 years from 20.01.2019 till 19.01.2022 and revision in remuneration thereof.		

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy holder

Affix Revenue Stamp

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 Steels Industries Limited

Regd. Office: Plot No.A-5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401
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 **E-Mail:** infoengg@lloyds.in, website: www.lloydsengg.in
CIN: L28900MH1994PLC081235

24th 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 24th Annual General Meeting of the Company held at Plot No. A-5/5, MIDC Industrial Area, Dist. Thane – 421 401, Maharashtra on Thursday, 9th August, 2018 at 11.30 AM

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 _____

LLOYDS STEELS INDUSTRIES LIMITED

Route Map: Kalyan Junction, Dist. Thane, Maharashtra to Lloyds Steels Industries Limited, Plot No.A-5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401, Maharashtra

ROUTE MAP