



## 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, 16<sup>th</sup> 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](http://www.lloyds.in)

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

**Dear Member(s)**

#### Lloyds Metals and Energy Limited

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, **Notice** is hereby given that the Company is seeking the Shareholders' consent to pass the proposed Resolutions set out below by way of Postal Ballot.

Accordingly, your consent is sought for the proposal as contained in the resolutions attached along with an explanatory statement pertaining to the resolutions setting out all material facts and the reasons thereof. Postal Ballot form is also enclosed.

The Board of Directors has appointed M/s K.C.Nevatia & Associates, Practicing Company Secretaries firm to act as the scrutinizer, for conducting the postal ballot process and e-voting, in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, fill up the Form, give your assent or dissent on the resolutions at the end of the Form and sign the same and return the Form duly completed in the attached self-addressed, postage prepaid envelope so as to reach the Scrutinizer before the close of working hours, on or before, **23<sup>rd</sup> December, 2014**. Please note that any postal ballot forms(s) received after the said date will be treated as not having been received.

The scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by postal ballot / e-voting will be announced by the Chairman / Director on **29<sup>th</sup> December, 2014 at 11:00 a.m.** at the Corporate Office of Company. The date of declaration of result of Postal Ballot/ E-voting will be taken to be the date of passing of the resolutions.

The result of the Postal Ballot/ E-voting will be published in the newspapers within 48 hours of the declaration of the result and will be posted on the website of the Company at [www.lloyds.in](http://www.lloyds.in).

Enclosures:

1. Resolutions along with Explanatory Statement.
2. Postal Ballot Form & self-addressed postage prepaid envelope.

#### RESOLUTION NO. 1

##### Appointment of Shri Shantanu Mohapatra as Independent Director

To consider and, if thought fit, to give assent / dissent, to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to Sections 149, 150, 152 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], read with Schedule IV to the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement, **Shri Shantanu Mohapatra (DIN: 00176836)** (in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Shri Shantanu Mohapatra, for appointment as an Independent Director of the Company), be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 29<sup>th</sup> December, 2014 and not liable to retire by rotation".

#### RESOLUTION NO. 2

##### Appointment of Shri Bharat Bhushan Chadha as Independent Director

To consider and, if thought fit, to give assent / dissent, to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to Sections 149, 150, 152 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], read with Schedule IV to the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement, **Shri Bharat Bhushan Chadha (DIN: 00298713)** (in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Shri Bharat Bhushan Chadha, for appointment as an Independent Director of the Company), be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 29<sup>th</sup> December, 2014 and not liable to retire by rotation".

#### RESOLUTION NO. 3

##### Appointment of Dr. Balram Singh as Independent Director

To consider and, if thought fit, to give assent / dissent, to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to Sections 149, 150, 152 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], read with Schedule IV to the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement, **Dr. Balram Singh (DIN: 02843001)** (in respect of whom the Company has received a notice in writing from a member under

Section 160 of the Companies Act, 2013, signifying the member's intention to propose Dr. Balram Singh, for appointment as an Independent Director of the Company), be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 29<sup>th</sup> December,2014 and not liable to retire by rotation”.

#### **RESOLUTION NO. 4**

##### **Appointment of Mrs. Bhagyam Ramani as Women Independent Director**

To consider and, if thought fit, to give assent / dissent, to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to Sections 149, 150, 152 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], read with Schedule IV to the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement, **Mrs. Bhagyam Ramani (DIN: 00107097)** (in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Mrs. Bhagyam Ramani, for appointment as an Independent Director of the Company), be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 29<sup>th</sup> December,2014 and not liable to retire by rotation”.

#### **RESOLUTION NO. 5**

##### **Adoption of new Articles of Association of the Company incorporating provisions of Companies Act, 2013**

To consider and, if thought fit, to give assent / dissent, to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorised 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.”

#### **RESOLUTION NO. 6**

##### **Authority to Board of Directors to borrow monies**

To consider and, if thought fit, to give assent / dissent, to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession to the earlier resolution passed by shareholders of the Company at general meeting held on 16<sup>th</sup> May,1996 and 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 Company 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), 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 Rs. 2,000 Crores (Rupees Two Thousand Crores only).

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorised 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.”

#### **RESOLUTION NO. 7**

##### **Authority for Creation Of Charge / Mortgage On Property Of The Company**

To consider and, if thought fit, to give assent / dissent, to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession to the earlier resolution passed by shareholders of the Company at general meeting held on 16<sup>th</sup> May,1996, 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 Rs. 2,000 Crores (Rupees Two Thousand Crores only).

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorised 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.”

#### **RESOLUTION NO. 8**

##### **Giving Of Loans/ Guarantees, Providing Of Securities And Making Of Investments In Securities.**

To consider and, if thought fit, to give assent / dissent, to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 and other applicable provision of the Companies Act, 2013 (the ‘Act’) and/ or the Companies Act, 1956 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 Rs. 2000 Crores ( Rupees Two Thousand 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.

#### **RESOLUTION NO. 9**

##### **Authority to enter into Related party Transactions**

To consider and, if thought fit, to give assent / dissent, to 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.”

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

Date: 27<sup>th</sup> October, 2014  
Place: Mumbai

**By order of the Board**  
**For Lloyds Metals and Energy Limited**

**Shyamal Padhiar**  
**Company Secretary**

#### **NOTES:**

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolution is annexed to the notice.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies ( Management and Administration ) Rules, 2014, assent or dissent of the members in respect of the resolutions contained in the Notice dated 27<sup>th</sup> October, 2014 is being taken through Postal Ballot / E-voting.
3. The documents, if any, referred to in the accompanying notice and explanatory statement are open for inspection at the corporate office of the company at Trade world, ‘C’ wing, 16<sup>th</sup> Flr, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013 during all working days between 10.00 a.m. to 5.00 p.m. upto 23<sup>rd</sup> December, 2014.
4. The Company has appointed M/s. K.C.Nevatia & Associates, Practicing Company Secretaries firm (Membership No. – F-2348 & COP No.3963), to act as the Scrutinizer, for conducting the Postal Ballot and e-voting process, in a fair and transparent manner.
5. The Scrutinizer's decision on the validity of a Postal Ballot Form would be final.
6. Notice is being sent to all members /beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Friday, 24<sup>th</sup> October, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on that date.
7. Under the ‘Green Initiative’ of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members who have registered email ids, through email and to all other members by Regd. Post/Courier alongwith Postal Ballot Form.
8. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.
9. There will be one Postal Ballot Form/ E-voting for every Folio/ Client Id irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot Form cannot be exercised by a proxy.
11. In case the Members who have been sent this Notice electronically and who do not want to avail E-voting facility organised through Central Depository Services (India) Ltd., such Member may send a request to the Company / Registrar & Share Transfer Agent of the Company at their email id: nvparkar@lloyds.in / investor@bigshareonline.com, for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such request, the Company will dispatch the same in physical form to enable the Member to send back the Postal Ballot Form by 6:00 p.m. on or before **23<sup>rd</sup> December, 2014.**

### Voting through Electronic mode

In compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically. E-voting is optional.

#### Process and manner for members opting for e-voting as under:

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:

- (i) The e-voting period begins on **Monday, 24<sup>th</sup> November, 2014 to Tuesday, 23<sup>rd</sup> December, 2014** both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **24<sup>th</sup> October, 2014** being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN*</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
<b>DOB</b>	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.

<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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) Click on the EVSN for **Lloyds Metals and Energy Limited**.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (ii) to sl. no. (xvii) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available on [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of Member opts for voting using the Ballot Form**

This Form should be completed and signed by the Member. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/ Depository Participant) by the first named Member and in his absence, by the next named Member.

In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot form. Where the form has been signed by a representative of the President of India or the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.

**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

**Item. 1 to 4:**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed company is required to have at least one third of its total number of Directors as Independent Directors. In terms of clause 49 of the Listing Agreement with the stock exchanges, in case the Chairman is non-executive promoter director, at least half of the Board should comprise of Independent Directors. The Companies Act, 2013 and clause 49 of the Listing Agreement also mandates to have atleast one woman director on the board of listed companies.

Out of the five Independent Directors in the Board, two Independent Directors viz. Shri Shantanu Mohapatra and Shri Bharat Bhushan Chadha have been appointed in terms of clause 49 of the Listing Agreement with the stock exchanges and the provisions of the erstwhile Companies Act, 1956 and liable to retire by rotation. As per the provisions of section 149 and 152 read with Schedule IV of the Companies Act, 2013, Independent Directors are to be appointed for a fixed term of five consecutive years and not liable to retire by rotation. Dr. Balram Singh and Mrs. Bhagyam Ramani was appointed as additional directors at the board meeting held on 27.10.2014 subject to approval of the shareholders at the general meeting.

It is therefore proposed to appoint Shri Shantanu Mohapatra, Shri Bharat Bhushan Chadha, Dr. Balram Singh and Mrs. Bhagyam Ramani as Independent Directors under the provisions of the Act for a fixed period of five years from 29<sup>th</sup> December, 2014 and they will not be liable to retire by rotation. In this regard, notices as prescribed in the Act have been received from a member proposing Shri Shantanu Mohapatra, Shri Bharat Bhushan Chadha, Dr. Balram Singh and Mrs. Bhagyam Ramani as candidate for the office of Directors of the Company. Accordingly, resolutions proposing appointment of Independent Directors are given at item no 1 to 4 of this notice.

A brief profile of the Independent Directors proposed to be appointed is given below:

**Shri Shantanu Mohapatra (78)**

He is B.Tech (Applied Geology & Geophysics) and was Ex- Director Mining & Geology, Govt. Of Orissa and has special achievements in the field of mining. He was deputed for various projects of the companies like Orissa Mining Corporation, NALCO, BALCO etc... He is having rich experience in the areas of exploration, quarrying and development of mineral resources in the country. He was appointed as Director of the company since 1996.

**Shri Bharat Bhushan Chadha (77)**

He is a Fellow Member of Institute of Cost & Works Accountants of India. He is having more than 56 years experience in Corporate and has varied industry exposure such as telecommunications, steel, engineering, mines, chemicals and fertilizers, power plant, pipe plant, tinning/galvanizing and on-line education. He is having exposure to all management discipline including marketing, manufacturing, project implementation, finance, human resources development, information technology, corporate strategy and planning. He was Chairman of IITL Ltd and held senior positions in SAIL for over thirty years. He was appointed as Director of the company since 2008.

**Dr. Balram Singh (69)**

He is Ph. D (Corporate Planning) B.H.U., MBA, University of Leeds UK, specializing in HRD & corporate strategy., M.Com; Gold Medalist, Banaras Hindu University (BHU). His main areas of strength are Organizational Designing and Restructuring, Manpower Planning, HR system development and implementation, Performance Management System – Design and Implementation, Recruitment of Top and Senior Management Cadre, Corporate strategy formulation, Turnaround strategy – Formulation and implementation, SWOT analysis – Corporate Appraisal, Team Building & Team Working and Management Systems Development. He is also winner of many prestigious awards such as Gold medal in post graduation, Fellowship of Indian Society for Training & Development, National President - Indian Society for Training & Development, Golden Peacock National training Award etc...During his tenure, he has handled many assignments and visited distinguished management schools abroad. He has vast experience of more than 48 years at senior levels in various companies / institutes such as B.H.U., Varanasi, University of Jodhpur, Rajasthan, RCF Ltd., Ispat Group, Reliance Group, Lloyds Steel Industries Ltd., etc. At present, he is working as Director of Strategic Management India Consultants Private Limited.

**Mrs. Bhagyam Ramani (62)**

She is post graduate in Economics (Hons) from Bombay University with specialization in Industrial & Monetary Economics and was Ex – Director & GM of General Insurance Corporation of India (GIC-Re). She commenced her career in General Insurance Corporation of India, a Government of India Undertaking, as a direct recruit Officer and worked in various capacities with the company before assuming the office of General Manager. As a General Manager, she was in charge of finance and accounts department of the corporation. She is also expertise in Treasury & Corporate Credit. She was elevated to the position of Director on the Board of GIC – Re in 2009 which she held until her retirement. During her tenure, she was Nominee of GIC – Re on various boards and committees of the companies like Larsen & Toubro Ltd., National Stock Exchange of India., IDBI trusteeship Ltd., Milestone Capital Advisors Ltd., Agricultural Insurance Company Ltd. Currently, she is serving as an independent director on boards of various companies like Capri Global Capital Ltd., Choice International Ltd., IDBI Federal Life Insurance Company Ltd., Saurashtra Cement Ltd., Gujarat Sidhee Cement Ltd and Capital Global Securities Private Ltd.

Details of Directors seeking appointment through postal ballot is enclosed at the end of notice pursuant to Clause 49 of the Listing Agreement.

The Board of Directors accordingly recommend the resolutions set out at Item No. 1 to 4 of the Notice for your approval.

No Director, Key Managerial Personnel or their relatives except the concerned Director, to whom the resolution relates, is concerned or interested, financially or otherwise, in the above resolutions. This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

**Item 5:**

The Company had previously adopted Table A of Schedule I of Companies Act, 1956 as its Articles of Association (“AoA”), except for certain regulations which are expressly excluded, modified and varied. Further, several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956.

With the enactment of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AoA with a new AoA. The new AoA to be substituted in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a Company limited by shares.

The draft AoA is available for inspection by the Members at the Corporate office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 3:00 pm to 5:00 pm. till the last date for receipt of the postal ballot forms from the Members.

The Board of Directors accordingly recommend the resolution set out at Item No. 5 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

**Item 6 & 7:**

The Members of the Company at the Annual General Meeting held on 16<sup>th</sup> May, 1996 had authorised the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) of the Company under Section 293(1)(d) and Section 293(1)(a) of the Companies Act, 1956 by way of an ordinary resolution to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding Rs. 1200 crores (Rupees One Thousand two Hundred Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

In terms of the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 (“the Act”), which were made effective from 12th September, 2013, the above power can be exercised by the Board only with the consent of the Members obtained by way of a special resolution. Further, in terms of the circular no. 04/2014 dated 25th March, 2014 issued by the Ministry of Corporate Affairs (“MCA”), the ordinary resolution passed under erstwhile Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act i.e. upto 11th September, 2014. As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board to borrow money(ies), apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, in excess of the paid-up share capital and free reserves of the Company and to create charge / mortgage / pledge / hypothecate on the Company’s properties, both present and future, in favour of the Lender(s), Agent(s) and Trustee(s).

The Board accordingly recommend the resolutions set out at Item Nos. 6 and 7 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

**Item 8:**

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 and/or the Companies Act, 1956, 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 Rs.2000 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 accordingly recommend the resolutions set out at Item Nos. 8 of the Notice for your approval.

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 9:**

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 accordingly recommend the resolutions set out at Item Nos. 9 of the Notice for your approval.

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.

**Registered Office:**

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

Date: 27<sup>th</sup> October, 2014  
Place: Mumbai

**By order of the Board  
For Lloyds Metals and Energy Limited**

**Shyamal Padhiar  
Company Secretary**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT THROUGH POSTAL BALLOT  
(Pursuant to clause 49 of the Listing Agreement)**

1. Name	Shri Shantanu Mohapatra	Shri Bharat Bhushan Chadha	Dr.Balram Singh	Mrs.Bhagyam Ramani
2. Brief Resume				
Age	78 years	77 years	69 years	62 years
Qualification	B.Sc.(Hons.), M.Tech(Part), Applied Geology & Geophysics from I.I.T. Kharagpur.	FICWA.	Ph. D (Corporate Planning) B.H.U., MBA, University of Leeds UK, specializing in HRD & corporate strategy., M.Com; Gold Medalist, Banaras Hindu University (BHU)	Post Graduate In Economics (Hons) from Bombay University With Specialization In Industrial & Monetary Economics
Experience	58 years	56 years	48 years	38 years
Date of appointment on the Board of the company	17.09.1996	28.07.2008	27.10.2014	27.10.2014
3. Nature of expertise in Specific Functional Areas	Consultancy in Mining and Mineral based Industries. Mineral Exploration (Trained by UNDP in Australia & USA.). He was formerly director in Mining & Geology, Dept. of Govt. of Orissa.	Expertise in all management discipline techniques, corporate strategy and planning, finance, marketing and human resource development, basic discipline in Finance	Expertise in Organizational Designing and Restructuring, Manpower Planning, HR system development and implementation, Performance Management System – Design and Implementation, Corporate strategy formulation.	Expertise in Treasury & Corporate Credit. She is also having exposure in finance, accounts, corporate laws and legal field.
4. Name(s) of other Companies in which Directorship Held	1. Balasore Alloys Ltd.- Director	1. Jay Ushin limited 2. Delton Cables Limited 3. Intex Technologies (India) Limited	1. Strategic Management India Consultants Private Limited	1. Capri Global Capital Ltd., 2. Choice International Ltd., 3. IDBI Federal Life Insurance Company Ltd., 4. Saurashtra Cement Ltd., 5. Gujarat Sidhee Cement Ltd. 6. Capri Global Securities Pvt. Ltd.
5. Name(s) of other companies in which he is Chairman / Member of the *Committee(s)	1. Balasore Alloys Ltd.- Member – Audit Committee	1. Jay Ushin Ltd. – Chairman – Audit Committee 2. Delton Cables Ltd. – Chairman – Audit Committee 3. Intex Technologies (India) Ltd. – Member–Audit Committee	-	1. Capri Global Capital Ltd. – Member – Audit Committee
6. No. of shares held of Rs.2/- each	-	-	-	-
7. Relationship between Directors inter se (As per Section 2(76) and (77) of the Companies Act,2013 )	-	-	-	-

\* Committees for the above purpose only Audit and Share transfer and Investors' Grievance Committees is considered.





# 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

## POSTAL BALLOT FORM

S. No.

(1) Name(s) of Shareholder(s)  
(in BLOCK LETTERS)  
(including joint holders if any)

(2) Registered Address of the  
sole/first named shareholder

(3) Registered Folio No. or  
DP ID/ Client ID\*  
(\*Applicable to investors  
holding shares in  
dematerialized form)

(4) Number of shares held

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated 27<sup>th</sup> October, 2014 of the Company sending my/our Assent or Dissent to the said resolution by placing the tick ( ✓ ) mark at the appropriate box below.

Sr. No.	Brief Description of Resolution	Type of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	Appointment of Shri Shantanu Mohapatra as Independent Director	Ordinary			
2.	Appointment of Shri Bharat Bhushan Chadha as Independent Director	Ordinary			
3.	Appointment of Dr. Balram Singh as Independent Director	Ordinary			
4.	Appointment of Mrs. Bhagyam Ramani as Women Independent Director	Ordinary			
5.	Adoption of new Articles of Association of the Company incorporating provisions of Companies Act, 2013	Special			
6.	Authority to Board of Directors to borrow monies u/s 180(1)(c) of the Companies Act, 2013	Special			
7.	Authority for Creation Of Charge / Mortgage On Property Of The Company u/s 180(1)(a) of the Companies Act, 2013	Special			
8.	Giving Of Loans/ Guarantees, Providing Of Securities And Making Of Investments In Securities u/s 186 of the Companies Act, 2013	Special			
9.	Authority to enter into Related party Transactions	Special			

Place:

Date:

Signature of the Member

E-mail ID:

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

## INSTRUCTIONS

1. This Form should be completed and signed by the Member. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member.
2. Mr.K.C.Nevatia, Practicing Company Secretary, has been appointed as the Scrutinizer, who in the opinion of the Board can scrutinize the Postal Ballot and e-voting process in fair and transparent manner.
3. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot form. Where the form has been signed by a representative of the President of India or the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.
4. The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark ( ✓ ) in the appropriate column.
5. The Member need not use all the votes nor needs to cast all the votes in the same way.
6. Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper/document would not be acted upon.
7. In the following cases, the Postal Ballot Form would be rejected.
  - a. Ballot cast on a plain paper instead of the pre-printed Postal Ballot Form.
  - b. Unsigned Postal Ballot Form.
  - c. Not ticked against FOR or AGAINST.
8. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours (17.00 hours) on **23<sup>rd</sup> December, 2014**. All postal Ballot Forms received after this date would be treated as if reply from such Member had not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than **23<sup>rd</sup> December, 2014**.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on 24<sup>th</sup> October, 2014.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form would be final.
12. The results of the Postal Ballot would be declared at the Corporate Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of Members.
13. The self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.
14. The exercise of vote through Postal Ballot is not permitted through a proxy.
15. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of joint Shareholder(s).