



Lloyds Metals and Energy Limited

Regd. Office : Plot No. A 1-2, MIDC Area, Ghogus, 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. 6291 8111. Fax No. 6291 8260
CIN: L40300MH1977PLC019594 Website: www.lloyds.in

LMEL/SEC/2019/BSE/26

25th June, 2019

The Deputy General Manager
Department of Corporate Services
The Bombay Stock Exchange Limited
27th Floor, P.J. Towers, Dalal Street,
Mumbai - 400 001

Scrip Code: 512455

Dear Sir/Madam,

Sub: 42nd Annual Report of Lloyds Metals and Energy Limited

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of Lloyds Metals and Energy Limited for the Financial Year 2018-19. The same will be made available on Company's website, at [https://lloyds.in/wp-content/uploads/Lloyd Metal AR 18-19 Final for printing-1.pdf](https://lloyds.in/wp-content/uploads/Lloyd%20Metal%20AR%2018-19%20Final%20for%20printing-1.pdf).

The schedule of the AGM is set out below:

Event	Date	Time
Relevant Date/ Cut-off date to vote on AGM resolutions	17 th July, 2019	NA
Book Closure -AGM	17 th July, 2019 to 24 th July, 2019	NA
Commencement of e-voting	20 th July, 2019	09:00 a.m. IST
End of e-voting	23 rd July, 2019	05:00 p.m. IST
AGM	24 th July, 2019	12:30 p.m. IST

Kindly take the same on your records.

Thanking You,
Yours Faithfully,
For Lloyds Metals and Energy Limited

S.G. Yezarkar
Sneha Yezarkar
Company Secretary





Lloyds Metals and Energy Limited

*42nd
Annual Report
2018 - 19*

Lloyds Metals and Energy Limited

Corporate Information

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Mukesh Gupta (DIN: 00028347)	Chairman
Mr. Babulal Agarwal (DIN: 00029389)	Managing Director
Mr. Rajesh Gupta (DIN: 00028379)	Non-executive Director
Mr. Shantanu Mohapatra (DIN: 00176836)	Independent Director
Mr. Devidas Kambale (DIN: 01569430)	Independent Director
Mr. Jagannath Dange (DIN: 00020656)	Independent Director
Mrs. Bhagyam Ramani (DIN: 00107097)	Independent Director
Dr. Balram Singh (DIN: 02843001)	Independent Director

Chief Financial Officer

Mr. Riyaz Shaikh

Company Secretary

Mr. Nitesh Tanwar

Statutory Auditor

M/s VSS & Associates
306, Dalamal Chambers,
Behind Aayakar Bhawan,
Sir Vithaldas Thackersey
Road, New Marine Lines,
Mumbai- 400 020

Secretarial Auditor

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

Cost Auditor

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

Internal Auditor

RSM Astute Consulting Pvt. Ltd.
3rd Floor, A- Wing, Technopolis
Knowledge Park, Mahakali
Caves, Road, Andheri (East),
Mumbai -400093, Maharashtra.

CORPORATE IDENTIFICATION NUMBER

CIN: L40300MH1977PLC019594

BANKERS

Bank of India
Union Bank of India
Punjab & Maharashtra Co-operative Bank Limited
Kotak Mahindra Bank Limited
Citizencredit Co-operative Bank Limited

REGISTERED OFFICE & WORKS

SPONGE IRON & POWER PLANT

Plot No. A 1-2, MIDC Area, Ghugus,
Dist. Chandrapur – 442505, Maharashtra

CORPORATE OFFICE

Trade World, 'C' Wing, 16th Floor,
Kamala City, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013.
Tel : 022 – 6291 8111 Fax : 022 - 6291 8260
E-Mail: investor@lloyds.in

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai - 400059,
Phone : 022 - 6263 8200
Fax : 022 - 6263 8299
E-Mail : investor@bigshareonline.com

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42nd Annual General Meeting

Date: 24th July, 2019 Time: 12.30 PM

Venue

Registered Office:
Plot No. A 1-2, MIDC Area, Ghugus, Dist.
Chandrapur – 442505, Maharashtra

NOTICE

NOTICE is hereby given that the **Forty-Second (42nd) Annual General Meeting (“AGM”)** of the Members of the **Lloyds Metals and Energy Limited** will be held on **Wednesday, 24th July, 2019, at 12.30 p.m.** at the Registered Office of the Company at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur- 442 505, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019 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 appoint a Director in place of Mr. Mukesh Gupta (DIN: 00028347), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of Re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W) as the Statutory Auditors of the Company.**

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

“**RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions 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) and pursuant to the resolution passed by the Members at the Fortieth (40th) Annual General Meeting held on 19th September 2017, the Company hereby ratifies the re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W), as the Statutory Auditors of the Company to hold office from the conclusion of this Forty-Second (42nd) Annual General Meeting till the conclusion of the Forty Third (43rd) Annual General Meeting of the Company to be held in the year 2020, at such remuneration plus applicable tax (“GST”) thereon and reimbursement of out of pocket and travelling expenses, if any, as approved and recommended by the Board of Directors based on the recommendation of the Audit Committee of the Company.”

SPECIAL BUSINESS:

4. **Ratification of Remuneration of Cost Auditors of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of

the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Manisha & Associates, Cost Accountants having Firm Registration Number 000321, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020, amounting to ₹ 30,000 (Rupees Thirty Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) be ratified.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

5. **Re-appointment of Mr. Jagannath Dange as an Independent Non-Executive Director.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th April, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Jagannath Dange (DIN: 01569430) whose current period of office is expiring on 29th July, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 30th July, 2019 to 29th July, 2024.”

LLOYDS METALS AND ENERGY LIMITED

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. **Re-appointment of Mr. Devidas Kambale as an Independent Non-Executive Director.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th April, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Devidas Kambale (DIN: 00020656) whose current period of office is expiring on 29th July, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 30th July, 2019 to 29th July, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. **Re-appointment of Dr. Balram Singh as an Independent Non-Executive Director.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval

of the Board of Directors in their respective meetings held on 25th April, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Balram Singh (DIN: 02843001) whose current period of office is expiring on 28th December, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 29th December, 2019 to 28th December, 2024.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), Dr. Balram Singh on attaining the age of 75 (seventy five) years on 01st January, 2020 during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

8. **Re-appointment of Mrs. Bhagyam Ramani as an Independent Non-Executive Director.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th April, 2019 and pursuant to the provisions

of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Bhagyam Ramani (DIN: 00107097) whose current period of office is expiring on 28th December, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a further term of 5 years on the Board of the Company w.e.f. 29th December, 2019 to 28th December, 2024."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

9. Continuation of existing term of Mr. Shantanu Mohapatra, Independent Director of the Company upto 28th December, 2019.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for continuation of the existing term of Mr. Shantanu Mohapatra (DIN: 00176836), who has attained the age of seventy five years, as the Non-Executive Independent Director of the Company upto 28th December, 2019."

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

**Sd/-
Nitesh Tanwar
Company Secretary
ACS-28498**

**Date: 25th April, 2019
Place: Mumbai**

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 and the proxy/proxies 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 Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 17th July, 2019 to Wednesday, 24th July, 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
7. The information regarding the Directors who is proposed to be re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
8. 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.
9. 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.

LLOYDS METALS AND ENERGY LIMITED

10. 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.
11. 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. 19.
12. 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.
13. 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.
14. 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.lloyds.in.
15. Shareholder's of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 21st June, 2019 will receive Annual Report for the financial year 2018-19.
16. 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.
17. 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.
18. 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.
19. **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. **17th July, 2019**.
 - 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. **17th July, 2019** 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.lloyds.in. The results shall simultaneously be communicated to the Stock Exchanges.
 - 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. **24th July, 2019**.

- 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 20th July, 2019 at 09.00 a.m. (IST) and ends on 23rd July, 2019 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 17th July, 2019 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. 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.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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"> • 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	<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"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for "LLOYDS METALS AND ENERGY LIMITED" on which you choose to vote.
- 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 Resolutions 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.

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xviii) 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.

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.

20. The route map of the venue of the 42nd Annual General Meeting is given in this Annual Report.
21. The shareholder needs to furnish the printed attendance slip along with a valid identity proof to enter the Annual General Meeting.

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

**Sd/-
Nitesh Tanwar
Company Secretary
ACS-28498**

Date: 25th April, 2019

Place: Mumbai

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

Ratification of Remuneration of Cost Auditors of the Company

The Board on recommendations of the Audit Committee in their meeting held on 25th April, 2019 has approved the re-appointment of M/s. Manisha & Associates, Cost Accountants as Cost Auditor to conduct the Cost Audit of the Company for the Financial year 2019-20 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Cost Auditor.

In accordance with the provisions of section 148 of the act read with Companies (Audit & Auditors) Rules, 2014, the 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. 4 of the Notice for appointment and ratification of remuneration payable to the cost auditors for the financial year ending 31st March, 2020.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions as set out at item No. 4 of the Notice except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolutions set out at the item no. 4 of the Notice for member's approval of the Company.

Item No. 5

Re-appointment of Mr. Jagannath Dange (DIN 01569430) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Mr. Jagannath Dange was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 29th July, 2019 at the 37th Annual General Meeting held on 30th July, 2014. Since, Mr. Jagannath Dange will complete his initial term as an Independent Director of the Company on 29th July, 2019, he is eligible for re-appointment for one more term.

Mr. Jagannath Dange aged 67 years and resident of Mumbai is Commerce and Law Graduate, and has done post graduation in Business Administration Development from Nagpur University, Pune University and Bath University from U.K.

He commenced his career as IAS officer in 1973 in Maharashtra Cadre. He has served for more than 38 years in different positions including districts, Govt. of Maharashtra and Govt. of India and gained hands-on experience for the management of Govt. organizations, Public Sector undertakings and NGOs. During his tenure, he worked in various positions from Sub-divisional Magistrate to Chief Secretary of the Govt. of Maharashtra which has enabled him to acquire appropriate skills in co-ordinating with Governments and multiple agencies at the Districts, States and Central Govt. level. He has also handled various judicial and quasi-judicial matters in various positions held by him. He along with other subjects handled the work of various depts. concerned with infrastructure and social sector including poverty alleviation and employment generation programmes for the entire state and for the entire country.

The Company has received a declaration from Mr. Jagannath Dange, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Jagannath Dange confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Jagannath Dange is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Jagannath Dange to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mr. Jagannath Dange setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 05.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered and Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting

The Board after taking into consideration his skills, rich experience, knowledge, contribution, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Jagannath Dange as an Independent Director of the Company.

Except Mr. Jagannath Dange, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 6

Re-appointment of Mr. Devidas Kambale (DIN 00020656) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Mr. Devidas Kambale was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 29th July, 2019 at the 37th Annual General Meeting held on 30th July, 2014. Since, Mr. Devidas Kambale will complete his initial term as an Independent Director of the Company on 29th July, 2019, he is eligible for re-appointment for one more term.

Mr. Devidas Kambale aged 67 years and resident of Mumbai is M.Com, CAIIB and MFM and has worked with IDBI as Manager and Chief General Manager. During his long period of service, he worked in all the Operational Departments like Project Appraisal, Corporate Finance and Rehabilitation and also headed Corporate Debt Restructuring Cell (CDR). He was involved in appraisal of various Green Projects including projects like Binani Cement Ltd. and Neelachal Ispat Ltd. He has also rich exposure in the areas like Project Monitoring & follow up, Recovery, CDR, Priority Sector Dept, and also represented IDBI on the Board of the various companies like Balrampur Chini, S. Kumars Nationwide, SJK Steel Co. Ltd, Kumar Metallurgical, Sanghi Industries Ltd, Ashok Papers, Gayatri Sugars.

The Company has received a declaration from Mr. Devidas Kambale, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Devidas Kambale confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Devidas Kambale is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Devidas Kambale to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mr. Devidas Kambale setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 05.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered and Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

The Board after taking into consideration his rich experience, knowledge, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Devidas Kambale as an Independent Director of the Company.

Except Mr. Devidas Kambale, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 7

Re-appointment of Dr. Balram Singh (DIN 02843001) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Dr. Balram Singh was appointed as an Independent

LLOYDS METALS AND ENERGY LIMITED

Director of the Company for a period of 5 (five) consecutive years for a term upto 28th December, 2019 through Postal Ballot, the result of which was declared on 29th December, 2014. Since, Dr. Balram Singh will complete his initial term as an Independent Director of the Company on 28th December, 2019, he is eligible for re-appointment for one more term.

Dr. Balram Singh is M.Com; Gold Medalist from Banaras Hindu University (B.H.U.). He did Masters in Business Administration (Specialization in HRD & Corporate Strategy) from University of Leeds, UK and Ph.D in Corporate Planning from B.H.U. 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.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (“Amendment Regulations, 2018”), inter alia, provides that “no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect”. Dr. Balram Singh will attain the age of 75 years on 01st January, 2020 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

The Company has received a declaration from Dr. Balram Singh, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Dr. Balram Singh confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Dr. Balram Singh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Dr. Balram Singh to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Dr. Balram Singh setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 05.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered and Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

The Board after taking into consideration his rich experience, knowledge, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Dr. Balram Singh as an Independent Director of the Company.

Except Dr. Balram Singh, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 8

Re-appointment of Mrs. Bhagyam Ramani (DIN 00107097) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchange, Mrs. Bhagyam Ramani was appointed as an Independent Woman Director of the Company for a period of 5 (five) consecutive years for a term upto 28th December, 2019 through Postal Ballot the result of which was declared on 29th December, 2014. Since, Mrs. Bhagyam Ramani will complete her initial term as an Independent Director of the Company on 28th December, 2019, she is eligible for re-appointment for one more term.

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 (GICRe). 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 also has 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.

The Company has received a declaration from Mrs. Bhagyam Ramani, being eligible for re-appointment as Independent Director for the second term providing her consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mrs. Bhagyam Ramani confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mrs. Bhagyam Ramani is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mrs. Bhagyam Ramani to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mrs. Bhagyam Ramani setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 05.00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered and Corporate Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

The Board after taking into consideration her rich experience, knowledge, continued valuable guidance provided to the management and outcome of performance evaluation of the Independent Directors, is of the opinion that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mrs. Bhagyam Ramani as an Independent Woman Director of the Company.

Except Mrs. Bhagyam Ramani, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 9

Continuation of existing term of Mr. Shantanu Mohapatra (DIN 00176836), Independent Director of the Company upto 28th December, 2019.

Mr. Shantanu Mohapatra was appointed as the Non-Executive Independent Director of the Company for a term of 5 consecutive years i.e. upto 28th December, 2019, through Postal Ballot the result of which was declared on 29th December, 2014.

As per Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on 8th May 2018, no listed entity shall appoint or continue the directorship of any person as a Non Executive Director who has attained the age of seventy five years unless the same is approved by members of the Company by way of special resolution. The said provision is effective from 01st April 2019.

Mr. Shantanu Mohapatra has completed Bachelor in Technology (Applied Geology & Geophysics). He 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. Though Mr. Shantanu Mohapatra has crossed age of 75 years, he is fit and capable of discharging his duties as Independent Director of the Company. He attends board / committee meetings of the Company and provides his valuable suggestions to the Board. Over the years, the Company has immensely benefited from his rich experience, knowledge and contributions from time to time.

Considering all the aforesaid factors and pursuant to the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 25th April, 2019 approved continuation of existing term of Mr. Shantanu Mohapatra as Non-Executive Independent Director of the Company till 28th December, 2019.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

The Board of Directors therefore recommends the resolutions as set out in Item No. 9 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shantanu Mohapatra and his relatives is concerned or interested, financially or otherwise, in the said resolution.

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

**Sd/-
Nitesh Tanwar
Company Secretary
ACS-28498**

**Date: 25th April, 2019
Place: Mumbai**

LLOYDS METALS AND ENERGY LIMITED

Details of Director seeking re-appointment

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking reappointment:

Name of Director	Mukesh Gupta	Jagannath Dange	Devidas Kambale
DIN	00028347	01569430	00020656
Date of Birth	13th June, 1958	01st June, 1951	01st June, 1951
Age	60 years	67 years	67 years
Date of first appointment on the Board	21st November, 1991	26th May, 2014	12th November, 2013
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	He is commerce graduate and a successful industrialist having vast knowledge and rich experience of over 29 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, the Company and Uttam Value Steels Ltd. (Formerly Lloyds Steel Industries Ltd.) implemented several projects in Steel Sector, including power plant. He is Founder Board Member of Lloyds Group.	He is Commerce and Law Graduate, and has done post graduation in Business Administration Development from Nagpur University, Pune University and Bath University from U.K. He commenced his career as IAS officer in 1973 in Maharashtra Cadre. He has served for more than 38 years in different positions including districts, Govt. of Maharashtra and Govt. of India and gained hands-on experience for the management of Govt. organizations, Public Sector undertakings and NGOs. During his tenure, he worked in various positions from Sub-divisional Magistrate to Chief Secretary of the Govt. of Maharashtra which has enabled him to acquire appropriate skills in co-ordinating with Governments and multiple agencies at the Districts, States and Central Govt. level.	He has done Masters in Commerce, CAIIB and MFM and has worked with IDBI as Manager and Chief General Manager. During his long period of service, he worked in all the Operational Departments like Project Appraisal, Corporate Finance and Rehabilitation and also headed Corporate Debt Restructuring Cell (CDR). He was involved in appraisal of various Green Projects including projects like Binani Cement Ltd. and Neelachal Ispat Ltd. He has also rich exposure in the areas like Project Monitoring & follow up, Recovery, CDR, Priority Sector Dept, and also represented IDBI on the Board of the various companies like Balrampur Chini, S. Kumars Nationwide, SJK Steel Co. Ltd (now taken over by Kalyani Group), Kumar Metallurgical, Sanghi Industries Ltd, Ashok Papers, Gayatri Sugars.
Disclosure of Relationships Between Directors Inter-Se;	Mr. Babulal Agarwal is maternal uncle of Mr. Mukesh Gupta and Mr. Rajesh Gupta and Mr. Mukesh Gupta are brothers.	None	None
Names of Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	<u>Directorship</u> Lloyds Metals and Energy Limited <u>Membership of Committees- \$ Nil</u>	<u>Directorship</u> Lloyds Metals and Energy Limited Murli Industries Limited Gujrat Foils Limited Mitcon Consultancy & Engineering Services Limited <u>Membership of Committees- \$</u> Gujarat Foils Limited- Member Audit Committee and Chairman of Stakeholder relationship Committee Mitcon Consultancy & Engineering Services Limited- Member Audit Committee	<u>Directorship</u> Lloyds Metals and Energy Limited Sanghi Industries Limited <u>Membership of Committees- \$</u> Lloyds Metals and Energy Limited - Member of Audit Committee and Stakeholder Relationship Committee
No. of Shares held in the Company	7,07,300	-	-
No. of Board meetings attended during last Financial Year	4 (Four)	4 (Four)	4 (Four)
Terms and conditions of appointment	Non-Executive Director (Non-Independent), liable to retire by rotation.	Non-Executive Independent Director not liable to retire by rotation.	Non-Executive Independent Director not liable to retire by rotation.

Note :- \$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee.

Details of Director seeking re-appointment

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking reappointment:

Name of Director	Dr. Balram Singh	Mrs. Bhagyam Ramani	Mr. Shantanu Mohapatra
DIN	02843001	00107097	00176836
Date of Birth	01st January, 1945	09th January, 1952	06th January, 1936
Age	74 years	67 years	83 years
Date of first appointment on the Board	27th October, 2014	27th October, 2014	17th September, 1996
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Dr. Balram Singh is M.Com; Gold Medalist from Banaras Hindu University (B.H.U.). He did Masters in Business Administration (Specialization in HRD & Corporate Strategy) from University of Leeds, UK and Ph.D in Corporate Planning from B.H.U. 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.	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 (GICRe). 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 also has 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.	He has completed Bachelor in Technology (Applied Geology & Geophysics). He 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
Disclosure of Relationships Between Directors Inter-Se;	None	None	None
Names of Listed Entities in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	<u>Directorship</u> Lloyds Metals and Energy Limited <u>Membership of Committees-</u> \$ Lloyds Metals and Energy Limited- Member of Audit Committee and Stakeholder Relationship Committee	<u>Directorship</u> Lloyds Metals and Energy Limited Gujarat Sidhee Cement Limited Saurashtra Cement Limited Capri Global Capital Limited <u>Membership of Committees-</u> \$ Capri Global Capital Limited Member of Audit Committee and Stakeholder Relationship Committee	<u>Directorship</u> Lloyds Metals and Energy Limited Balasore Alloys Limited <u>Membership of Committees-</u> \$ Lloyds Metals and Energy Limited- Chairman of Audit Committee Balasore Alloys Limited- Member of Audit Committee
No. of Shares held in the Company	-	-	-
No. of Board meetings attended during last Financial Year	4 (Four)	4 (Four)	3(Three)
Terms and conditions of appointment	Non-Executive Independent Director not liable to retire by rotation.	Non-Executive Independent Director not liable to retire by rotation.	Non-Executive Independent Director not liable to retire by rotation.

Note :-\$ Includes only Audit Committee and Shareholders' / Investors' Grievance Committee.

LLOYDS METALS AND ENERGY LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Company's Forty Second Annual Report and the Company's Audited Financial Statement for the financial year ended 31st March, 2019.

FINANCIAL PERFORMANCE AND THE STATE OF THE COMPANY'S AFFAIRS

Figures in ₹ Lakhs

Particulars	Current Year	Previous Year
	2018-19	2017-18
Revenue from operations	47,281.72	41,467.90
Other Income	3,084.20	2,468.34
Total Income	50,365.92	43,936.24
Profit before Finance Cost, Depreciation & Amortisation Expenses and Tax Expenses	4,659.87	4,112.80
Less : Finance Cost	1,088.72	1,041.38
Depreciation	1,507.82	1,368.01
Exceptional Items	-	-
Profit/(Loss) before tax	2,063.33	1,703.41
Less : Provision for taxation	-	-
Net Profit/ (Loss) after Tax	2,063.33	1,703.41
Add: Other Comprehensive Income (Net of taxes)	25.70	(22.36)
Total Comprehensive Income (Net of taxes)	2,089.03	1,681.05

Review of Operations

The total income of the Company was ₹ 50,365.92 Lakhs during the year as against ₹ 43,936.24 Lakhs in the previous year. The Company has reported net profit of ₹ 2,063.33 Lakhs during the year under review as against profit of ₹ 1,703.41 Lakhs in the previous year.

Setting-Up of Proposed Mineral Based Steel Plant at Konsari

The Company is awaiting necessary permissions / registrations / approvals / environmental clearance from the concerned department of the state, as per the existing policies / rules and regulations of the Government of Maharashtra required for setting up a new plant. The Company is expected to receive all clearances in coming months. The Company has received offer letter from Industries Department regarding financial incentives i.e. Industrial Promotion Subsidy, Exemption of Electricity Duty etc. from the Government of Maharashtra under Package Scheme of Incentives.

Iron Ore Mining Activities

The Iron ore mining activities are carried out regularly at the Surjagarh area of Gadchiroli district. Due to security issues, mining takes place under police protection at Surjagarh.

The Company is at present undertaking only surface mining and the entire mined Iron Ore is used for captive consumption. The Company plans to start open Cast Mining as per the mining plan. To get sizeable quantity advanced machinery is being deployed for excavation.

The iron ore production for the financial year 2018-19 is 1,68,603.37 metric tonnes. We have environmental clearance of 3 million tonnes p.a. The Company is taking all the effective steps to double the iron ore production for the financial year 2019-20, and hopeful of achieving it provided the requisite security is provided by police.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Annual Report.

SUBSIDIARY & CONSOLIDATED FINANCIAL STATEMENTS

The Company is not required to consolidate its financial statements for the year ended 31st March, 2019 as the Company does not have any subsidiary, associates and joint ventures companies.

DIVIDEND

With a view to conserve the resources in long run, your Directors have not recommended any dividend for the year ended 31st March, 2019.

TRANSFER TO RESERVES

During the year under review, no amount was transferred to general reserves.

SHARE CAPITAL

During the financial year under review, there is no change in the capital structure of the Company and accordingly, the paid-up share capital of the company stand at ₹ 22,25,82,580 as on 31st March, 2019.

DEMATERIALIZATION OF SHARES

As on 31st March 2019, there were approximately 21,80,33,920 Equity Shares dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents about 97.96% of the paid-up capital of the Company.

EMPLOYEE STOCK OPTION SCHEME 2017

The Company with the objective of introducing a long term incentive tool to attract, motivate, retain talent and reward loyalty, formulated 'Lloyds Metals And Energy Limited Employee Stock Option Plan - 2017 ('LMEL ESOP, 2017') for grant of a maximum of 1,11,29,129 stock options to the eligible employees of the Company. During the year 2018-19, the Nomination and Remuneration Committee of the Company has granted 66,66,640 stock options to the eligible employees of the Company.

The Company has received a certificate from the auditors of the Company that the 'LMEL ESOP, 2017' have been implemented in accordance with the SEBI regulations and as per the resolution passed by the members of the Company. The necessary disclosure pursuant to section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 with regard to Employee Stock Option Scheme of the Company is available at Company's website i.e <https://lloyds.in/announcements/>

CHANGE IN THE NATURE OF BUSINESS ACTIVITIES

During the year under review, there is no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mukesh Gupta (DIN 00028347)

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

Devidas Kambale (DIN 00020656)

Mr. Devidas Kambale, an Independent Director of the Company will be completing his present term on 29th July, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors subject to the approval of shareholders in the ensuing Annual General Meeting has re-appointed Mr. Devidas Kambale as an Independent Director of the Company for a further term of five years w.e.f. 30th July, 2019 to 29th July, 2024.

Jagannath Dange (DIN 01569430)

Mr. Jagannath Dange, an Independent Director of the Company will be completing his present term on 29th July, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors subject to the approval of shareholders in the ensuing Annual General Meeting has re-appointed Mr. Jagannath Dange as an Independent Director of the Company for a further term of five years w.e.f. 30th July, 2019 to 29th July, 2024.

Dr. Balram Singh (DIN 02843001)

Dr. Balram Singh, an Independent Director of the Company will be completing his present term on 28th December, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors subject to the approval of shareholders in the ensuing Annual General Meeting has re-

appointed Dr. Balram Singh as an Independent Director of the Company for a further term of five years w.e.f. 29th December, 2019 to 28th December, 2024. Dr. Balram Singh will attain the age of 75 years on 01st January, 2020, hence in terms of amended Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, it is also proposed to obtain the Members approval at the ensuing Annual General Meeting for the continuation of his directorship from 01st January, 2020 to 28th December, 2024.

Bhagyam Ramani (DIN 00107097)

Mrs. Bhagyam Ramani, an Independent Director of the Company will be completing her present term on 28th December, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors subject to the approval of shareholders in the ensuing Annual General Meeting has re-appointed Mrs. Bhagyam Ramani as an Independent Director of the Company for a further term of five years w.e.f. 29th December, 2019 to 28th December, 2024.

Shantanu Mohapatra (DIN 00176836)

Mr. Shantanu Mohapatra who was appointed as an Independent Director of the Company for a term of five years upto 28th December, 2019, has attained the age of Seventy five years. In terms of amended Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, it is proposed to obtain the Members approval at the ensuing Annual General Meeting for the continuation of his directorship for the remaining period of his tenure i.e. upto 28th December, 2019.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

1. in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed and there are no material departures from the same;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that date;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the Directors have prepared the annual accounts on a 'going concern' basis;
5. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

LLOYDS METALS AND ENERGY LIMITED

DISCLOSURE RELATED TO BOARD AND COMMITTEES

Board Meetings

The Board met 4 times during the financial year 2018-19 on 16th April, 2018, 30th July, 2018, 31st October, 2018 and 31st January, 2019. The meeting details are provided in the Corporate Governance Report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013.

Committees of the Board

As on 31st March, 2019, the Board had 4 (Four) Statutory Committees viz: Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee. A detailed note on the composition of the Board and its Statutory Committees is provided in the Corporate Governance Report that forms part of this Annual Report.

Board Evaluation

Pursuant to the corporate governance requirements as prescribed in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and of individual directors. In a separate meeting of independent directors, performance of non-independent directors, performance of the Board as a whole, performance of the Committee(s) of the Board and performance of the Chairman was evaluated, taking into account the views of other directors. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013, stating that he/she meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015

Familiarization Programme for Independent Directors

The Company has formulated a Programme for Familiarization of Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which The detail of such familiarization programme can be accessed on the Company's website at https://lloyds.in/wp-content/uploads/familiarisation_Programme_for_ID_2018-19.pdf

Meeting of Independent Directors

During the year under review, the Independent Directors met on 31st January, 2019, inter alia, to:

- a) Review the performance of Non Independent Directors, and the Board of Directors as a whole;

- b) Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- c) Assess the quality, content and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this meeting. The observations made by the Independent Directors have been adopted and put into force.

VARIOUS COMPANY'S POLICIES

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 the Company has formulated and implemented the following policies. All the Policies are available on Company's website (www.lloyds.in) under the heading "Policies". The policies are reviewed periodically by the Board and updated based on need and requirements.

Whistle Blower & Vigil Mechanism Policy

In pursuant to regulation 9A(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has revised Whistle Blower Policy to include in its scope any instances related to Insider Trading and has also provided access to the employees of the Company to report the instances of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information. The Company has established Vigil Mechanism for the directors and employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. None of the employees of the Company has been denied access to the Audit Committee.

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

The Whistle Blower & Vigil Mechanism Policy can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Wistle-Blower-Policy-Vigil-Mechanism.pdf>

Policy for Related Party Transactions

In pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has revised the Policy on Related Party Transactions. The policy regulates all transactions taking place between the Company and its related parties in accordance with the applicable provisions.

The Policy on Related Party Transactions can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Policy-on-Materiality-of-Related-Party-Transaction.pdf>

Code of conduct for Director(s) and Senior Management Personnel

The Company has adopted a Code of Conduct for the Senior Management Personnel, Directors (executive / non-executive) including a code of conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Act.

The above Code can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Code-of-conduct.pdf>

Risk Management Policy

The Risk Management policy is formulated and implemented by the Company in compliance with the provisions of the new Companies Act, 2013. The policy helps to identify the various elements of risks faced by the Company, which in the opinion of the Board threatens the existence of the Company.

The Risk Management Policy can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/LMEL-Risk-management-policy.pdf>

Nomination and Remuneration Policy

In pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Companies (Amendment) Act, 2017, the Company has revised Nomination & Remuneration Policy. The key changes include, inter alia, addition of the definition of senior management along with recommendations about their remuneration.

The Nomination & Remuneration policy provides guidelines to the Nomination & Remuneration Committee relating to the Appointment, Removal & Remuneration of Directors, Key Managerial Personnel and Senior Management. This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the directors, key managerial personnel, senior management and other employees. It also provides the manner for effective evaluation of performance of Board, its committees and individual directors.

The Nomination and Remuneration Policy can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Remuneration-Policy.pdf>

Policy for Determination of Materiality of an Event or Information

In pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has revised this policy for determination of materiality based events.

The Policy for Determination of Materiality of an Event or Information Policy can be accessed on the Company's website <https://lloyds.in/wp-content/uploads/2017/04/Policy-for-materiality-of-event.pdf>.

Policy on Preservation of Documents

In pursuant to Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has adopted the policy on preservation of the documents.

The Policy on Preservation of Documents can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Policy-for-preservation-of-Documents.pdf>

Insider Trading -Code of Conduct

In pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019 the Company has adopted revised Insider Trading Code. The Code provides framework for dealing with the securities of Company in mandated manner.

The above Insider Trading -Code of Conduct can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/01.pdf>

Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPS")

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("PIT Amendment Regulations") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In pursuant to this regulation, the Company has adopted the Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPS").

Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPS") can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/02.pdf>

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was revised pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 to include therein the policy for determination of "Legitimate purposes for sharing UPS".

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/03.pdf>

Corporate Social Responsibility Policy

The Corporate Social Responsibility Policy (hereinafter "CSR Policy") of the Company has been prepared pursuant to Section 135 of the Companies Act, 2013 and the CSR Rules. The CSR policy serves as the referral document for all CSR-related activities at the Company. CSR Policy relates to the activities to be undertaken by the Company as specified in schedule VII and other amendments/circulars thereon to the Companies Act, 2013

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The CSR Policy can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Corporate-Social-Responsibility-Policy.pdf>

Corporate Social Responsibility

The Company has constituted Corporate Social Responsibility (CSR) Committee in compliance with the provisions of section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Committee consists of Mr. Mukesh Gupta as Chairman and Dr. Balram Singh and Mr. Rajesh Gupta as members. The disclosures with respect to CSR activities are given in "Annexure II".

CORPORATE GOVERNANCE

The Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with. As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance, together with a certificate from the Company's Statutory Auditors, forms part of this Report.

AUDITORS

Statutory Auditor

Pursuant to Section 139 of the Companies Act, 2013, rules made there under, the Board of Directors on the recommendation of the Audit Committee appointed M/s VSS & Associates, Chartered Accountants (Firm Registration No. 105787W), as the Statutory Auditors of the Company for the period of five financial years from the conclusion of 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2022. Further the shareholders approval has been accorded in the AGM held on 19th September, 2017.

Further provision of ratification of appointment of statutory auditor every year has been omitted by the Companies (Amendment) Act, 2017. Therefore ratification of auditor is not required although your Company is proposing ratification of auditor in ensuing Annual General Meeting for the financial year 2019-20.

Statutory Audit Report

During the financial year 2018-19 there is no fraud occurred, noticed and/or reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 read with the Companies(Audit and Auditors) Rules, 2014 (as amended from time to time).

The observations made by the Statutory Auditor in their Audit Report read with the relevant notes thereof as stated in the Notes to the Audited Financial Statements of Company for the Financial Year ended 31st March, 2019 are self explanatory and being devoid of any reservation(s), qualification(s) or adverse remark(s) etc do not call for any further information(s)/ explanation(s) or comments from the Board under Section 134(3)(f)(i) of the Companies Act, 2013.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s Saurabh Arora & Co., Practicing Company Secretary (Membership No. ACS 43368, CP No. 19371) as the Secretarial Auditor of your Company to conduct Secretarial Audit for the financial year 2019-20.

Secretarial Audit Report

As required under provisions of Section 204 of the Companies Act, 2013, the report in respect of the Secretarial Audit carried out by M/s. K. C. Nevatia & Associates, a firm of Company Secretaries, in Form MR-3 for the FY 2018-19 is annexed hereto marked as "Annexure VI" and forms part of this Report. The said Secretarial Audit Report being devoid of any reservation(s), adverse remark(s) and qualification(s) etc. does not call for any further explanation(s)/ information or comment(s) from the Board under Section 134(3) (f)(ii) of the Companies Act, 2013.

Cost Auditor

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records of the Company.

The Board of Directors, on the recommendation of Audit Committee, has re-appointed M/s. Manisha & Associates, Cost Accountants as Cost Auditor to audit the cost accounts of the Company for the financial year 2019-20 at a remuneration of ₹ 30,000/- per annum and reimbursement of out of pocket expenses if any. As required under the Companies Act, 2013 a Resolution seeking members approval for the remuneration payable to the Cost Auditors forms part of the Notice convening the Annual General Meeting.

Cost Audit Report

The Cost audit report for the financial year 2017-18 was filed with the Ministry of Corporate Affairs.

MAINTENANCE OF COST RECORDS

The Company has maintained required cost accounts and records as prescribed under sub-section (1) of section 148 of the Companies Act, 2013.

INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

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

During the year under review, the company has not made any investment or given any loan to any person or other body corporate or given any guarantee or provided any security in connection with a loan to any other body corporate or person.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Particulars of contracts or arrangements or transactions with related party referred to in section 188 of the Companies Act, 2013, in the prescribed form AOC-2, are enclosed with this report as “**Annexure III**”.

There were no materially significant related party transactions entered by the Company which may have a potential conflict with the interest of Company. All related party transaction(s) are first placed before Audit Committee for approval and thereafter such transactions are also placed before the Board for seeking their approval. The details of Related Party Transactions, as required pursuant to respective Indian Accounting Standards, have been stated in Note No. 31 to the Audited Financial Statement of Company forming part of this Annual Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed hereto marked as “**Annexure IV**” and forms part of this report.

DISCLOSURE RELATING TO EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DISCLOSURE RELATING TO SWEAT EQUITY SHARES

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company confirms compliance with the applicable requirements of Secretarial Standards 1 and 2.

DEPOSITS

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as ‘Deposits’ in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence,

the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company’s operations in future.

PREVENTION OF SEXUAL HARASSMENT

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been provided in the Report on Corporate Governance.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Information on conservation of energy, technology absorption, foreign exchange earnings and out go, which is required to be given pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Account) Rules, 2014 is annexed hereto marked as “**Annexure- I**” and forms part of this report.

EXTRACT OF THE ANNUAL RETURN

The Extract of the Annual Return for the Financial Year 2018-19 is enclosed with this report pursuant to section 92 (3) of the Companies Act, 2013 as “**Annexure V**” and forms part of this report.

LISTING FEES

The listing fees payable for the financial year 2019-2020 have been paid to Bombay Stock Exchange and Metropolitan Stock Exchange of India Limited within due date.

ACKNOWLEDGEMENT

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

For and on behalf of the Board of Directors

**Sd/-
Mukesh Gupta
Chairman
DIN: 00028347**

**Date: 25th April, 2019
Place: Mumbai**

Conservation of Energy and Technology Absorption

A. Conservation of energy-

Power Plant

i. The steps taken or impact on conservation of energy

The Company has installed Variable Frequency Drives in Cooling Tower Fans (3 x 110 kW) and Condensate Extraction Pump of Turbine (2 x 55 kW) to optimize the efficiency of equipment and reduction in power consumption as well as maintenance cost.

The Company has installed energy efficient pump in Jackwell, which helps to reduce power consumption.

ii. The capital investment on energy conservation equipments (Figures in ₹ Lakhs)

Details	Amount of Capital Investment
Installation of Variable Frequency Drives in Cooling Tower Fans 3 x 110 kW	8.30
Installation of Variable Frequency Drives in Condensate Extraction Pump of Turbine 2 x 55 kW	3.82
Installation of energy efficient pump in Jackwell	1.25

Sponge Iron Plant

i. The steps taken or impact on conservation of energy

Concrete flooring has been made in coal yard shade. Due to which proper de moisturization takes place and circuit running hours are reduced significantly.

Heat up cycle is modified for start up of kiln operation. Due to which we are getting production within 12 hours after light up of the kiln. Earlier the production use to take 20 hours.

B. Technology absorption-

Power Plant

i. The efforts made towards technology absorption;

- Modification in Drag Chain feeder: - Its drive mechanism is modified. Earlier there was Pillow block bearings in Drive and Non-drive side. These bearing blocks are replaced with Plummer block bearings.
- Provision of directly feeding of Jackwell water as well as Mines water to the HRSCC tank. By doing this Mines water can be taken directly to the tank instead of Reservoir because mines water hardness is very high.
- Fabrication & fitting of 300 NB water header and suction and discharge pipe lines to lift water directly from river during summer season when water level in river is very low.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution

- The cost is reasonably reduced due to modification in Drag Chain feeder.
- The water quality of reservoir is protected from getting deteriorated by making provision for directly feeding of Jackwell water as well as Mines water to the HRSCC tank.
- The cost is reasonably reduced due to fabrication & fitting of 300 NB water header and suction and discharge pipe lines.

Sponge Iron Plant

i. The efforts made towards technology absorption;

New super magnet is installed in product separation system to get beneficiated char for power plant use and higher product yield in sponge iron plant.

Installation of mobile screen for iron ore screening, so that better iron ore is being feed to kiln for better product quality.

C. Foreign exchange earnings and Outgo- (Figures in ₹ Lakhs)

Particulars	2018-19	2017-18
Foreign Exchange earned in terms of Actual Inflows	-	-
Foreign Exchange outgo in terms of Actual Outflows- Travelling Expenses	65.32	66.49

For and on behalf of the Board of Directors

Sd/-

Mukesh Gupta

Chairman

DIN: 00028347

Date: 25th April, 2019
Place: Mumbai

Annual Report on CSR Activities

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The Company is actively working towards promoting self employment, providing education support to the poor students, digging of bore wells for fresh drinking water, meeting the medical requirements, food and clothing for hungry and poor people in rural areas around the Surjagarh and Chandrapur districts, Maharashtra.

The Company's CSR policy is available at:

<http://lloyds.in/wp-content/uploads/2017/04/Corporate-Social-Responsibility-Policy.pdf>

2. **Composition of CSR Committee**

Mr. Mukesh Gupta- Chairman

Mr. Rajesh Gupta- Member

Dr. Balram Singh- Member

3. **Average net profit of the company for last three financial years is ₹ 777.58 Lakhs**

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above) is ₹ 15.55 Lakhs.**

5. **Details of CSR spent during the financial year.**

- a. Total amount spent during the financial year is ₹ **45.81 Lakhs**
- b. Amount unspent, if any:- **Nil**
- c. Manner in which the amount spent during the financial year is detailed below

Sl. No	CSR project or activity identified	Sector in which the Project is covered	Project or Programs (1) Local area or other (2) Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise (₹ in Lakhs)	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or Programs (2) Overheads (₹ in Lakhs)	Cumulative expenditure upto the reporting period (as on 31/03/2019) (₹ in Lakhs)	Amount spent: Direct or through implementing agency
1	Providing required Stationery to the School and making payment of School Fees, Providing ITI Equipments to the Students of ITI Colleges	Promoting Education	Ghugus, Dist-Chandrapur	9.30	9.32	13.02	Direct
2	Contribution to collector for purchasing Trucks under Gathi Scheme	Promoting Employment	Mining site, Surjagarh - Gadchiroli	20.00	20.00	20.00	Direct
3	Providing Water Tanker to the villagers of Gadchiroli	Making available Safe Drinking water	Ghugus, Dist-Chandrapur	2.00	2.10	2.10	Direct

LLOYDS METALS AND ENERGY LIMITED

Sl. No	CSR project or activity identified	Sector in which the Project is covered	Project or Programs (1) Local area or other (2) Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise (₹ in Lakhs)	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or Programs (2) Overheads (₹ in Lakhs)	Cumulative expenditure upto the reporting period (as on 31/03/2019) (₹ in Lakhs)	Amount spent: Direct or through implementing agency
4	Rent Payment of the Dispensary , Providing Blankets and Medicines to the villagers and Bhartia Majhdoor Sangh	Promoting Health Care including preventive health care	Mining site, Surjagarh – Gadchiroli & Ghugus, Dist-Chandrapur	4.85	4.98	4.98	Direct
5	Donation for District Level Kabaddi Tournament	Promoting rural sports	Ghugus, Dist-Chandrapur	1.00	1.00	1.31	Direct
6	Donations to various Mandals for Providing food to the villagers, Distribution of Clothes to the needful people in the Ghugus District and Digging of Borewell near the Mining Site	Rural Development, Eradicating hunger, poverty and malnutrition, Making Available Drinking Water and Promoting Health care and Sanitation	Mining site, Surjagarh – Gadchiroli & Ghugus, Dist-Chandrapur	8.30	8.36	25.57	Direct
7	Plantation	Ensuring Environmental Sustainability	Ghugus, Dist-Chandrapur	0.05	0.05	0.05	Direct
8	For the support of development in agriculture field and farming	Promotion of Agriculture and farming	Gadchiroli District, Maharashtra	0.00	0.00	0.30	Direct
	Total			45.50	45.81	67.33	

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report:- **Not Applicable**
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the company.

This is to affirm that the CSR Policy of the Company was designed, implemented and periodically monitored and the CSR Programmes are being carried out in consonance with the CSR objectives and Policy of the Company.

Sd/-
Mukesh Gupta
Chairman, CSR Committee
DIN: 00028347

Sd/-
Babulal Agarwal
Managing Director
DIN:00029389

Date: 25th April, 2019
Place: Mumbai

RELATED PARTY TRANSACTIONS FORM NO. AOC 2

(Pursuant to clause (h) of subsection (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1 Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions not at Arm's length basis for the year ended 31st March, 2019.

2 Details of contracts or arrangements or transactions at Arm's length basis.

SL No	Particulars	Details
a	Name (s) of the Related Party	Trofi Chain Factory Private Limited
b	Nature of Relationship	Mr. Mukesh Gupta who is the Director of the Company is the relative of Mr. Shreekrishna Gupta who is director of Trofi Chain Factory Private Limited and Mr. Rajesh Gupta who is the Director of the Company is the relative of Mr. Madhur Gupta who is director of Trofi Chain Factory Private Limited .
c	Nature of Contracts/ Arrangements/ Transaction	Availing or rendering of any services
d	Duration of the Contracts/ Arrangements/ Transaction	Not Applicable
e	Salient terms of the Contracts or Arrangements or Transaction including the value, if any	Served Food & Drinks to the Vendors, Staff members of Lloyds Metals and Energy Limited for the value of ₹23.29 Lakhs
f	Date of approval by the Board	31st October, 2018
g	Amount paid as advances, if any	-

For and on behalf of the Board of Directors

Sd/-

Mukesh Gupta
Chairman

DIN: 00028347

Date: 25th April, 2019
Place: Mumbai

LLOYDS METALS AND ENERGY LIMITED

Annexure - IV

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

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/KMP for Financial year 2018-19 (in ₹)	% increase in Remuneration in the Financial Year 2018-19	Ratio of Remuneration of each Director/ to median remuneration of employees
1.	Mr. Babulal Agarwal Managing Director	65,00,004	-	19.16
2.	Mr. Riyaz Shaikh Chief Financial Officer	35,98,828	57.69%	Not Applicable
3.	Mr. Nitesh Tanwar Company Secretary and Compliance Officer	8,46,835	15.69%	

Note: Except Key Managerial Personnel i.e. Managing Director, Chief Financial officer and Company Secretary, no other directors received any remuneration from the Company other than sitting fees for attending Board meetings and Committees meetings.

- (ii) The median remuneration of employees of the Company during the financial year was ₹ 3,39,294/-
- (iii) In the Financial Year, there was an increase of 0.44% in the median remuneration of Employees.
- (iv) There were 349 permanent employees on the rolls of Company as on 31st March, 2019.
- (v) Average percentile increase already made in the salaries of employees other than the Managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
During the year, the total increase in remuneration of employees other than Managerial Personnel is 1.32% and increase in Managerial Remuneration is 15.05%
- (vi) It is hereby affirmed that the remuneration paid is as per the as per the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

PARTICULARS OF EMPLOYEES

Information as per Rule 5(2) & 5(3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

Top Ten Employees in terms of remuneration drawn during the year

Sr. No.	Name	Designation / Nature of Duties	Remuneration	Qualification	Experience (in years)	Date of Commencement of Employment	Age (in years)	Last Employment Held	Percentage of equity shares held by the employees
1	Mr. Babulal Agarwal	Managing Director	65,00,004	B.com, LLB	50	18-04-1992	73	-	NA
2	Mr. Atul M Khadilkar	President-Mines	60,90,000	B.Com	28	02-01-2014	49	-	NA
3	Mr. A Nagendra Kumar	CEO-Plant	51,18,338	BE, MBA	33	05-10-2017	54	Middeast Integrated Steel Ltd.	NA
4	Mr. Riyaz Shaikh	Chief Financial Officer	35,08,825	B.Com, PGDBA	26	01-09-2012	45	Lloyds Steels Industries Limited	NA
5	Mr.Prashant Puri	Vice President-Commercial, HRD, Project	25,77,930	B.E. Mechanical	25	01-04-2018	52	Indrajit Properties Pvt. Ltd.	NA
6	Mr. Dinesh Kumar Patidar	Senior Vice President- CPP, Reservoir Mgmt & Township	24,00,006	B.E- Electrical	32	12-09-2015	55	Uttam Galava Metallics Ltd.	NA
7	Mr. Subhash Singh	Assistant General Manager	24,00,000	Dip. In Mines Surveying	21	03-10-2017	47	Jaiswal Neco Ltd.	NA
8	Mr. Vinod Kumar Pandey	Senior General Manager- CPP (Operation & Reservoir Mgmt)	23,13,280	B.E- Electrical	25	20-01-2011	47	M/s Crest Steel & Power (P) Ltd.	NA
9	Mr. Shyamal Jana	Joint General Manager- DRI (Operation & RMHS)	20,01,179	Dip- Metallurgy	23	01-02-2017	46	Gopani Iron & Power (I) Pvt. Ltd.	NA
10	Mr. Rajneesh Balram Tripathi	Joint General Manager-CPP (E & I) MSDCL, & ISO	19,24,998	B.E. Electronics	22	16-09-2005	46	Adhunik Alloys & Power Ltd.,	NA

Notes:

1 Details of Employees who were :

- (A) Employed throughout the Financial Year under review and in receipt of remuneration for the Financial Year in the aggregate of not less than ₹ 1,02,00,000 per annum- **None**
- (B) Employed for the part of the Financial Year under review and in receipt of remuneration at the rate of not less than ₹ 8,50,000/- per month : **None**
- 2 There was no employee either throughout the financial year or part thereof who was in receipt of remuneration which in the aggregate was in excess of that drawn by the Managing Director or Whole-time Director and who held by himself or alongwith his spouse or dependent children two percent or more of the Equity Shares of the Company.
- 3 Mr. Babulal Agarwal, Managing Director of the Company is maternal uncle of Mr. Mukesh Gupta & Mr. Rajesh Gupta, Directors of the Company.
4. The aforementioned employees have / had permanent employment contracts with the Company.

LLOYDS METALS AND ENERGY LIMITED

Annexure - V

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L40300MH1977PLC019594
2.	Registration Date	5 th April, 1977
3.	Name of the Company	Lloyds Metals and Energy Limited
4.	Address of the Registered office and contact details.	Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra, India. Tel: 07172-285103/398/099, Fax: 07172 -285003
5.	Category/Sub Category of the Company	Company Limited by Shares/Indian Non Government Company
6.	Whether Listed Company (Yes/No)	Yes (Listed in BSE & MSEI)
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059, Phone: 022-62638200/222/223/236, Fax: 022-62638299 http://www.bigshareonline.com/Contact.aspx E-mail Id : investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Sponge Iron & Steel	24102	87.94
2	Power	35106	12.06

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate of the Company	% of Shares held	Applicable Section
Not Applicable					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
a. Individual /HUF	2,37,21,720	0	2,37,21,720	10.658	2,37,21,720	0	2,37,21,720	10.658	0.000
b. Central Govt.	0	0	0	0.000	0	0	0	0.000	0.000
c. State Govt.	0	0	0	0.000	0	0	0	0.000	0.000
d. Bodies Corp.	11,68,24,354	0	11,68,24,354	52.486	11,81,90,457	0	0	53.100	0.614
e. Bank/FI	0	0	0	0.000	0	0	0	0.000	0.000
f. Any Other	0	0	0	0.000	0	0	0	0.000	0.000
Sub Total-A(1)	14,05,46,074	0	14,05,46,074	63.143	14,19,12,177	0	14,19,12,177	63.757	0.614

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Category of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Foreign									
a. NRI Individuals	0	0	0	0.000	0	0	0	0.000	0.000
b. Other Individuals	0	0	0	0.000	0	0	0	0.000	0.000
c. Body Corporate	0	0	0	0.000	0	0	0	0.000	0.000
d. Bank/Fl	0	0	0	0.000	0	0	0	0.000	0.000
e. Any Other	0	0	0	0.000	0	0	0	0.000	0.000
Sub Total-A(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholders of Promoters (1+2)	14,05,46,074	0	14,05,46,074	63.143	14,19,12,177	0	14,19,12,177	63.757	0.614
B. Public Shareholding									
1. Institution									
a. Mutual Funds	2,000	0	2,000	0.000	2,000	0	2,000	0.000	0.000
b. Bank/Fl	6,000	2,000	8,000	0.004	6,000	2,000	8,000	0.004	0.000
c. Central Govt.	0	0	0	0.000	0	0	0	0.000	0.000
d. State Govt.	0	0	0	0.000	0	0	0	0.000	0.000
e. Venture Capital	0	0	0	0.000	0	0	0	0.000	0.000
f. Insurance Co.	0	0	0	0.000	0	0	0	0.000	0.000
g. Flls	0	0	0	0.000	0	0	0	0.000	0.000
h. Foreign portfolio Corporate	0	0	0	0.000	0	0	0	0.000	0.000
i. Foreign Venture Capital Fund	0	0	0	0.000	0	0	0	0.000	0.000
j. Others	0	0	0	0.000	0	0	0	0.000	0.000
Sub Total-B(1)	8,000	2,000	10,000	0.005	8,000	2,000	10,000	0.005	0.000
2. Non-Institution									
a. Body Corp	1,44,74,867	2,95,000	1,47,69,867	6.636	1,84,30,306	2,95,000	1,87,25,306	8.413	1.777
b. Individual									
i. Individual Shareholders holding nominal share capital upto ₹ 2 lakh	1,79,04,183	41,60,360	2,20,64,543	9.913	1,91,77,477	38,30,660	2,30,08,137	10.337	0.424
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	2,47,32,623	0	2,47,32,623	11.112	3,07,18,285	0	3,07,18,285	13.801	2.689
c. Others									
i. NRI (Rep)	1,53,06,527	4,25,000	1,57,31,527	7.068	42,40,311	4,20,000	46,60,311	2.094	-4.974
ii. NRI (Non Rep)	1,54,769	0	1,54,769	0.070	1,51,147	0	1,51,147	0.068	-0.002
iii. Foreign National	0	0	0	0.000	0	0	0	0.000	0.000
iv. OCB	0	0	0	0.000	0	0	0	0.000	0.000
v. Trust	0	1,000	1,000	0.000	0	1,000	1,000	0.000	0.000
vi. In Transit	16,16,327	0	16,16,327	0.726	4,55,867	0	4,55,867	0.205	-0.521
vii. Unclaimed Suspense Account	29,55,850	0	29,55,850	1.328	29,40,350	0	29,40,350	1.321	-0.007
viii. NBFC	0	0	0	0.000	0	0	0	0.000	0.000
Sub Total-B(2)	7,71,45,146	48,81,360	8,20,26,506	36.852	7,61,13,743	45,46,660	8,06,60,403	36.238	-0.614
Net Total(1+2)	7,71,53,146	48,83,360	8,20,36,506	36.857	7,61,21,743	45,48,660	8,06,70,403	36.243	-0.614
C. Shares held by Custodian for GDRs & ADRs									
Promoter & Promoter Group	0	0	0	0.000	0	0	0	0.000	0.000
Public	0	0	0	0.000	0	0	0	0.000	0.000
Grand Total (A+B+C)	21,76,99,220	48,83,360	22,25,82,580	100.000	21,80,33,920	45,48,660	22,25,82,580	100.000	0.000

LLOYDS METALS AND ENERGY LIMITED

ii) Share Holding of Promoters:

Sl No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in Shareholding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	
1	ASP Technologies Private Limited	3,64,00,340	16.35	0.00	3,64,00,340	16.35	0.00	0.00
2	Triumph Trade & Properties Developers Private Limited	2,91,58,208	13.10	0.00	2,91,58,208	13.10	0.00	0.00
3	Shree Global Tradein Limited	2,88,90,380	12.98	12.98	2,88,90,380	12.98	0.00	0.00
4	Lloyds Metals & Minerals Trading LLP	2,23,75,426	10.05	0.00	2,37,41,529	10.66	0.00	0.61
5	Ravi Agarwal	77,30,000	3.47	0.00	77,30,000	3.47	0.00	0.00
6	Shreekrishna Gupta	6,02,000	0.27	0.00	56,02,000	2.52	0.00	2.25
7	Madhur Gupta	6,00,000	0.27	0.00	56,00,000	2.52	0.00	2.25
8	Renu Gupta	12,04,420	0.54	0.00	12,04,420	0.54	0.00	0.00
9	Mukesh Gupta	57,07,300	2.56	0.00	7,07,300	0.32	0.00	-2.24
10	Rajesh Gupta	56,91,720	2.56	0.00	6,91,720	0.31	0.00	-2.25
11	Abha Gupta	6,69,540	0.30	0.00	6,69,540	0.30	0.00	0.00
12	Chitralkha Gupta	5,16,740	0.23	0.00	5,16,740	0.23	0.00	0.00
13	Priyanka Maheshwari	5,00,000	0.22	0.00	5,00,000	0.22	0.00	0.00
14	Dipti Mundhra	5,00,000	0.22	0.00	5,00,000	0.22	0.00	0.00

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

Sl. No.	Shareholder's Name	Date	Reason	Shareholding at the beginning of the year		Cumulative Share holding during the year	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Lloyds Metals & Minerals Trading LLP	01/04/18	At the beginning of the year	2,23,75,426	10.05	2,23,75,426	10.05
		05/04/18	Purchase (s) during the year	3,66,000	0.16	2,27,41,426	10.21
		26/09/18	Purchase (s) during the year	2,00,001	0.09	2,29,41,427	10.30
		27/09/18	Purchase (s) during the year	8,00,101	0.36	2,37,41,528	10.66
		22/10/18	Purchase (s) during the year	1	0.00	2,37,41,529	10.66
		31/03/19	At the end of the year	-	-	2,37,41,529	10.66
2	Mukesh Gupta	01/04/18	At the beginning of the year	57,07,300	2.56	57,07,300	2.56
		31/12/18	Sale(s) during the year	50,00,000	2.25	7,07,300	0.31
		31/03/19	At the end of the year	-	-	7,07,300	0.31
3	Rajesh Gupta	01/04/18	At the beginning of the year	56,91,720	2.56	56,91,720	2.56
		31/12/18	Sale(s) during the year	50,00,000	2.25	6,91,720	0.31
		31/03/19	At the end of the year	-	-	6,91,720	0.31
4	Shreekrishna Gupta	01/04/18	At the beginning of the year	6,02,000	0.27	6,02,000	0.27
		31/12/18	Purchase (s) during the year	50,00,000	2.25	56,02,000	2.52
		31/03/19	At the end of the year	-	-	56,02,000	2.52
5	Madhur Gupta	01/04/18	At the beginning of the year	6,00,000	0.27	6,00,000	0.27
		31/12/18	Purchase (s) during the year	50,00,000	2.25	56,00,000	2.52
		31/03/19	At the end of the year	-	-	56,00,000	2.52

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Date	Reason	Shareholding at the beginning of the year		Cumulative Share holding during the year	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Halan Properties Private Limited	01/04/18	At the beginning of the year	80,23,000	3.60	80,23,000	3.60
		31/03/19	At the end of the year	-	-	80,23,000	3.60
2	Kamal Khetan	01/04/18	At the beginning of the year	0	0.00	0	0.00
		-	Purchase during the year	38,10,009	1.71	38,10,009	1.71
		31/03/19	At the end of the year	-	-	38,10,009	1.71
3	Sanjeev Garg	01/04/18	At the beginning of the year	1,28,11,000	5.76	1,28,11,000	5.76
		-	Sale(s) during the year	91,71,500	4.12	36,39,500	1.64
		31/03/19	At the end of the year	-	-	36,39,500	1.64
4	Niyamit Mercantile and Trading LLP	01/04/18	At the beginning of the year	0	0.00	0	0.00
		-	Purchase during the year	33,65,174	1.51	33,65,174	1.51
		31/03/19	At the end of the year	-	-	33,65,174	1.51
5	Premlata Balkrishna Harlalka	01/04/18	At the beginning of the year	28,36,000	1.27	28,36,000	1.27
		31/03/19	At the end of the year	-	-	28,36,000	1.27
6	Om Hari Mahabir Prasad Halan	01/04/18	At the beginning of the year	21,00,000	0.94	21,00,000	0.94
		31/03/19	At the end of the year	-	-	21,00,000	0.94
7	Narayan Hari Mahabir Prasad Halan	01/04/18	At the beginning of the year	20,60,000	0.93	20,60,000	0.93
		31/03/19	At the end of the year	-	-	20,60,000	0.93
8	Ajay Kumar Mahabir Prasad Halan	01/04/18	At the beginning of the year	20,00,000	0.90	20,00,000	0.90
		31/03/19	At the end of the year	-	-	20,00,000	0.90
9	Vivek Bhimsaria	01/04/18	At the beginning of the year	15,05,734	0.68	15,05,734	0.68
		-	Purchase during the year	3,98,093	0.18	19,03,827	0.86
		31/03/19	At the end of the year	-	-	19,03,827	0.86
10	G G Trading Private Limited	01/04/18	At the beginning of the year	15,71,294	0.71	15,71,294	0.71
		31/03/19	At the end of the year	-	-	15,71,294	0.71
11	Alkesh Mahasukh Gopani	01/04/18	At the beginning of the year	13,12,766	0.59	13,12,766	0.59
		31/03/19	At the end of the year	-	-	13,12,766	0.59
12	Arya Consolidated Private Limited	01/04/18	At the beginning of the year	11,69,362	0.53	11,69,362	0.53
		-	Sale(s) during the year	9,08,036	0.41	2,61,326	0.12
		31/03/19	At the end of the year	-	-	2,61,326	0.12

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholder's Name	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Mukesh Gupta	01/04/18	At the beginning of the year	57,07,300	2.56	57,07,300	2.56
		31/12/18	Sale(s) during the year	50,00,000	2.25	7,07,300	0.31
		31/03/19	At the end of the year	-	-	7,07,300	0.31
2	Rajesh Gupta	01/04/18	At the beginning of the year	56,91,720	2.56	56,91,720	2.56
		31/12/18	Sale(s) during the year	50,00,000	2.25	6,91,720	0.31
		31/03/19	At the end of the year	-	-	6,91,720	0.31

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V. INDEBTEDNESS

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

(Figures in ₹ Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal Amount	2,204.44	1,304.74	-	3,509.18
2) Interest due but not paid	18.33	-	-	18.33
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	2,222.77	1,304.74	-	3,527.51
Change in Indebtedness during the financial year				
Additions	6,032.46	2,002.96	-	8,035.42
Reduction	2,014.09	298.03	-	2,312.12
Net Change	4,018.37	1,704.93	-	5,723.30
Indebtedness at the end of the financial year				
1) Principal Amount	6,241.14	3,009.67	-	9,250.81
2) Interest due but not paid	10.65	-	-	10.65
3) Interest accrued but not due	23.51	-	-	23.51
Total of (1+2+3)	6,275.30	3,009.67	-	9,284.97

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Figures in ₹)

Sl. No	Particulars of Remuneration	Name of the MD/ WTD/Manager	Total Amount
		BabulAgarwal Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961.	63,56,004	63,56,004
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	As % of profit	-	-
	others (specify)	-	-
5	Others, please specify Provident Fund & other Funds	1,44,000	1,44,000
	Total (A)	65,00,004	65,00,004
Ceiling as per the Act			84,00,000

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B. Remuneration to other directors:

(Figures in ₹)

Sl. No	Particulars of Remuneration	Name of the Directors							Total Amount
		Mukesh Gupta	Rajesh Gupta	Shantanu Mohapatra	Jagannath Dange	Balram Singh	Devidas Kambale	Bhagyam Ramani	
1	Independent Directors								
	Fee for attending board/ committee meetings	-	-	12,000	10,000	24,000	24,000	10,000	80,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-	80,000
2	Other Non Executive Directors								
	Fee for attending board/ committee meetings	22,000	8,000	-	-	-	-	-	30,000
	Commission	-	-	-	-	-	-	-	-
	Others, please specify.	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	30,000
	Total (B)=(1+2)	-	-	-	-	-	-	-	1,10,000
	Ceiling as per the Act (@1% of Profit calculated under section 198 of the Act) (Excluding any amount paid as Sitting Fees)								17,03,419

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

(Figures in ₹)

Sl. No	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Chief Financial Officer Riyaz Shaikh	Company Secretary Nitesh Tanwar	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	33,06,325	7,95,415	41,01,740
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	As % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify Provident Fund & other Funds	2,02,500	51,424	2,53,924
	Total (C)	35,08,825	8,46,839	43,55,664

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

There were no Penalties / Punishment / Compounding of Offences for Financial Year ended 31st March, 2019 under the Companies Act, 2013

For and on behalf of the Board of Directors

Sd/-

Mukesh Gupta

Chairman

DIN: 00028347

Date: 25th April, 2019

Place: Mumbai

LLOYDS METALS AND ENERGY LIMITED

Annexure VI

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Company's Financial Year from 1st April, 2018 to
31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014]

To,
The Members,
Lloyds Metals and Energy Limited
Plot No. A 1-2, MIDC Area,
Ghugus, Dist. Chandrapur - 442 505,
Maharashtra

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

Based on our verification of **Lloyds Metals and Energy Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **31st March, 2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2019** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, were not attracted to the Company during the financial year under report.
4. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
6. Employees Provident Fund and Miscellaneous Provisions Act, 1952;
7. Employees State Insurance Act, 1948;
8. Employers Liability Act, 1938;
9. Environment Protection Act, 1986 and other environmental laws;
10. Equal Remuneration Act, 1976;
11. Factories Act, 1948;
12. Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003;
13. Indian Contract Act, 1872;
14. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Section and T.D.S. Returns filed;
15. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed;
16. Indian Stamp Act, 1899;
17. The Maharashtra Stamp Act, 1958;
18. Industrial Dispute Act, 1947;
19. Maternity Benefits Act, 1961;
20. Minimum Wages Act, 1948;
21. Negotiable Instruments Act, 1881;
22. Payment of Bonus Act, 1965;
23. Payment of Gratuity Act, 1972;
24. Payment of Wages Act, 1936 and other applicable labour laws.
25. Indian Boiler Act, 1950;
26. Indian Electricity Act, 2003.
27. Indian Accounting Standard

According to the records of the Company, the disputed dues in respect of Excise Duty as at 31st March, 2019 as per details furnished hereunder have not been deposited with appropriate authorities:

Sr. No.	Name of the Statute	Forum where dispute is pending	Amount (₹ in Lakhs)
1	The Central Excise Act, 1944	Supreme Court	5.20
2	The Central Excise Act, 1944	CESTAT, Mumbai	584.46
Total			589.66

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. No Change took place in the composition of Board of Directors and Committees thereof during the financial year under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the Board/Committee decisions are taken unanimously.

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

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

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

For K. C. Nevatia & Associates
Company Secretaries

K. C. Nevatia
Proprietor
FCS No.: 3963
C P No.: 2348

Date: 25th April, 2019
Place: Mumbai

This Report is to be read with our letter of even date which is annexed and forms an integral part of this report.

To,
The Members
Lloyds Metals and Energy Limited
Plot No. A 1-2, MIDC Area,
Ghugus, Dist. Chandrapur - 442 505,
Maharashtra

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For K. C. Nevatia & Associates
Company Secretaries

K. C. Nevatia
Proprietor
FCS No.: 3963
C P No.: 2348

Date: 25th April, 2019
Place: Mumbai

LLOYDS METALS AND ENERGY LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Steel Industry Scenario

Being core sector, steel industry tracks the overall economic growth in the long term. Also, steel demand, being derived from other sectors like automobiles, consumer durables and infrastructure, its fortune is dependent on the growth of these user industries. The Indian steel sector enjoys advantages of domestic availability of raw materials and cheap labour. Iron ore is also available in abundant quantities. This provides major cost advantage to the domestic steel industry.

The January to November crude steel production statistics released by worldsteel on 20 December 2018 show that India has become the second largest steel producer in the world, overtaking Japan for the second month in a row, with a growth rate of 4.9%.

The growth in steel production is supported by fast-growing steel demand. According to worldsteel's October Short Range Outlook, it is likely that India will also become 2nd in steel use by the end of 2019 as its steel demand is expected to grow by 7.3%.

The Indian steel industry, after recovering from the twin shocks of demonetisation and the Goods and Services Tax (GST) reform, is one of the few bright spots for the world's steel industry in what is forecasted to be a lower growth era.

India's apparent steel use per capita for finished steel products stood at 66.2 kg, way below the world average of 212.3 kg in 2017, which suggests that India has a huge unrealised potential for steel demand growth.

Recently, India has been trying to unleash this through an extensive reform agenda to clear institutional bottlenecks. Also, there is an ongoing push for infrastructure development.

These factors, along with the favourable demographics, are improving the macroeconomic fundamentals, which translate into sustained growth in steel use.

A worldsteel study of India, conducted in collaboration with the Indian Steel Association and the support of Indian member companies, identifies the construction sector as a pan-India steel demand driver on the back of strong infrastructure development and housing demand, especially affordable housing.

Projects like industrial corridors (connecting existing industrial cities and develop manufacturing sectors) and Sagarmala (connecting states through waterways) will increase India's connectivity, reducing logistical costs of transportation across Indian states.

The Smart Cities initiatives will further boost urban infrastructure investment. There are currently 99 smart cities planned across India.

The outlook for India's manufacturing sector, which has been lagging behind the service sector as a growth driver, should improve.

Firstly, the Make in India initiative, which aims to transform India into a global design and manufacturing hub, will support the further development of steel using sectors along the industrial and freight corridors.

Secondly, many states are expected to develop automotive and ancillary industries, to be a global auto hub for small cars with a focus on exports. Lastly, some states are also expected to strengthen their mechanical machinery sector.

All these factors point to a high potential for steel demand growth in India, but how fast the potential can be realised will depend upon whether India can successfully implement both its reform agenda and infrastructure plans.

Government Initiatives

Some of the other recent government initiatives in this sector are as follows:

- Government of India's focus on infrastructure and restarting road projects is aiding the boost in demand for steel. Also, further likely acceleration in rural economy and infrastructure is expected to lead to growth in demand for steel.
- The Union Cabinet, Government of India has approved the National Steel Policy (NSP) 2017, as it seeks to create a globally competitive steel industry in India. NSP 2017 envisages 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of ₹ 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5 per cent and imposed measures including anti-dumping and safeguard duties on iron and steel items.

Sponge Iron Industry Scenario

A supportive policy environment and improved performance in the steel industry, Indian sponge iron industry has got a big boost. As, sponge iron contributes to 23% of India's total crude steel production of 97MT.

There are over 400 sponge iron units in India. Indian sponge iron industry is highly fragmented. Top 20 producers contribute about 60-65% of total production whereas rest contributes 35-40% of the production.

The domestic sponge iron production has increased from 21.08 MT in the FY 2016-17 to 23.92 MT during the FY2017-18.

This has become possible mainly due to increased availability of iron ore at competitive prices; iron ore pellet supplies have also eased out and have supported sponge iron industry.

Globally too, due to positive sentiments in the steel market, sponge iron production has increased during 2018 to 73 MT from 72.76 MT during 2017. A significant development on the DRI scenario, is the rapid strides Iran has made in recent years. With an output of 20.5 MT (a rise of 6 %) in the calendar year 2017, it stood second to India that produced 25.8 MT (a drop of 8 %), according to WSI. With the new DRI plants coming up that uses the PERED (joint Iranian – German) technology, Iran is billed to become the top producer of DRI in the world soon. India needs to come up with DRI production that must be competitive by global standard and is environmentally friendly.

Power Industry Scenario

Power is one of the most critical components of infrastructure crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

In May 2018, India ranked 4th in the Asia Pacific region out of 25 nations on an index that measures their overall power.

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

Total installed capacity of power stations in India stood at 350.16 Gigawatt (GW) as of February 2019.

Government Initiatives

The Government of India has identified power sector as a key sector of focus so as to promote sustained industrial growth. Some initiatives by the Government of India to boost the Indian power sector:

- As of September 2018, a draft amendment to Electricity Act, 2003 has been introduced. It discusses separation of content & carriage, direct benefit transfer of subsidy, 24*7 Power supply is an obligation, penalisation on violation of PPA, setting up Smart Meter and Prepaid Meters along with regulations related to the same.
- Ujwal Discoms Assurance Yojana (UDAY) was launched by the Government of India to encourage operational and financial turnaround of State-owned Power Distribution Companies (DISCOMS), with an aim to reduce Aggregate Technical & Commercial (AT&C) losses to 15 per cent by FY19.

- As of August 2018, the Ministry of New and Renewable Energy set solar power tariff caps at ₹ 2.50 (US\$ 0.04) and ₹ 2.68 (US\$ 0.04) unit for developers using domestic and imported solar cells and modules, respectively.
- The Government of India approved National Policy on Biofuels – 2018, the expected benefits of this policy are health benefits, cleaner environment, employment generation, reduced import dependency, boost to infrastructural investment in rural areas and additional income to farmers.

Industry Structure and Developments

Sponge iron is an intermediate product; a source of metallic's for the secondary steel making through EAF or EOF/IF route. Other sources of metallics are either steel scrap or hot metal produced in the blast furnace. Steel scrap becomes a direct substitute of sponge iron; since both of them are tradable commodities, unlike hot metal. Further, sponge iron industry is also classified into two categories (i) gas based and (ii) coal based using coal as reductant. Lloyds Metals and Energy Limited is a coal based sponge iron producer. The core business of the Company is manufacturing of Sponge Iron and generation / distribution of Power

Opportunities and Threats

Opportunities abound in growing economies and opening of economy in India has created opportunities for Indian enterprise to move beyond national boundaries as well to create productive assets. Presently, the Company is consolidating its gains out of creating additional production capabilities.

Competition in Steel industry is escalating and technological changes will spur or drag the forward march of individual units in steel industry. Supply side could also be an issue in next few years because of increase in production capacity by steel industry in India and expression of interest by foreign companies to set up new steel making units. However, coming years are also going to witness substantial additions particularly in the Asian regions. The Company's thrust on improving productivity and reducing cost of production will, in such a scenario, help in forging ahead in globally competitive environment.

Sponge Iron is no longer considered as an alternative to scrap rather considered as a raw material for steel making in electric furnaces. It is being used as a principle raw material and is charged at 40-80% of the charge mix in furnaces.

As per the National steel policy crafted during FY 2017-18, the crude steel production target for India is set at 300 MT by 2030. Share of sponge iron in steel making will be 80MT, which will create huge opportunity for sponge iron industry.

Iron ore and non-coking coal are main raw materials used to produce sponge iron. The non-availability of non-coking coal and the rising prices of Iron Ore might pose significant challenge in the future.

LLOYDS METALS AND ENERGY LIMITED

Segment-Wise Performance

The Company has two separate business segments -- manufacturing of sponge iron, and generation of power. These are reportable segments in accordance with the Ind AS 108 issued by the Companies (Indian Accounting Standards), Rules, 2015. The Segment wise results are given at Note No. 36 of significant accounting policies and notes to the financial statements.

Sponge Iron Division

The production of Sponge Iron Division during the year under review was 1,89,277 MT against 1,71,320 MT in the previous year showing increase of 10.48%. The total income of the division was ₹ 446.64 Crores as against ₹ 384.12 Crores during the previous year, showing increase of 16.28% due to realization of high price of sponge iron.

Power Division

The production of the division was 23.28 MWH during the year under review as compared to 24.59 MWH for the previous year. The total income of the division was ₹ 66.30 Crores during the year under review as against ₹ 63.83 Crores during the previous year showing an increase of 3.87%.

Outlook

The basic aim of the Company is to be able to produce Sponge Iron as per market requirements and be able to manage market trends to its advantage. "Opportunities abound in growing economies and opening of economy in India has created opportunities for Indian enterprise to move beyond national boundaries as well to create productive assets".

The Company is currently engaged in sponge iron and is looking for new avenues of business in various areas like infrastructure and trading. Since Infrastructure has linkages to other industries like cement, brick and steel through backward and forward linkages. The outlook for the industry looks reasonable, since India has good iron ore deposits, skilled manpower and growing demand for steel. The improved demand is expected to continue in the current fiscal as well on the back of ongoing government funded infrastructure projects. In spite of a downturn in the Global Steel demand, Indian steel demand could survive showing an upward trend, setting a road ahead for the growth of the domestic steel industry in the long run. The upward trend is expected to be continued on account of fiscal measures taken by the Government such as infusion of funds for development of infrastructure sector, introduction of stimulus packages for revival of industry besides factors like increase in consumption and production of steel, upcoming infrastructure and Greenfield projects, stabilization of prices etc. The National Steel Policy has a target for taking Indian Steel production upto 110 MT by 2019-20.

Risk and concerns

Global economic uncertainties have affected India's economy, Key risks synonymous to industry include the global recessionary trend, economic slowdown, increase in financial charges, non-availability (or undue increase in cost) of raw

materials, such as , iron ore, coal and labour etc., coupled with market fluctuations. The Company does not apprehend any inherent risk in the long run, with the exception of certain primary concerns that have afflicted the progress of our industry in general, like:

- Shortage of Labour
- Rising manpower and material costs
- Approvals and procedural difficulties
- Lack of adequate sources of finance.

Apart from this, Industry is highly labour intensive and is subject to stringent labour laws

Mitigation of Risk /Risk Management

The Board identifies and categorizes risks in the areas of operations, finance, marketing, regulatory compliances and corporate matter. The Company annually re-views the 'List of Risk Area' to identify potential business threats and takes suitable corrective actions. Confirmations of compliance with appropriate statutory requirements are obtained from the respective units/divisions. The Internal Auditor expresses his opinion on the level of risks during the audit of a particular area and reports to the Audit Committee.

The Company is also taking necessary short term and long term steps like exploring Open Access Market for sale of power, expanding customer base, forward integration and energy management etc. The Company has already taken effective steps for raw material security in the long term.

Internal Control Systems and their Adequacy

The Company believes in systematic working and placing of proper checks. The Company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly. The internal auditors of the company conducts audit of various department and areas. The Internal Audit Department reports its findings and observations to the Audit Committee which meets to review the audit issues and to follow up implementation of corrective actions. The statutory auditors also provide assurance on the adequacy of the internal control systems in the Company.

Discussion on financial performance with respect to operational performance

The financial performance of the Company has been discussed in Directors Report under the heading 'Financial Performance and the State of the Company's Affairs'.

Human Resources and Industrial Relations

Human Resources Department ("HRD") works continuously for maintaining healthy working relationship with the workers and other staff members. The underlying principle is that workers and staff at all levels are equally instrumental in attaining the Company's goals. Training programmes are regularly conducted to update their skills and apprise them of

latest techniques. Senior management is easily accessible for counseling and redressal of grievances. The HR department continuously strives to maintain and promote harmony and coordination among workers, staff and members of the senior management. The total number of employees as on 31st March, 2019 was 349.

Key Financial Ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key financial ratios.

The Company has identified the following ratios as key financial ratios :

Particulars	2018-19	2017-18
Debtor Turnover Ratio	24.47	31.31
Inventory Turnover Ratio	5.35	4.46
Interest coverage Ratio	0.90	0.64
Current Ratio	2.18	1.55
Debt to Equity Ratio	4.12	1.32
Operating Profit Margin	0.07	0.07
Net Profit Margin	0.04	0.04
Revenue Growth	0.14	0.03

Ratios where there has been a significant change as compared to immediately preceding financial year.

The Debt to Equity Ratio and Interest Coverage ratio has increased significantly due to the loan taken by the Company for its future expansion and mining operations.

Return on Network

The details of return on net worth are given below :

Particulars	2018-19	2017-18
Return on network (%)	0.93	0.75

The return on network has increased due to the increase in the profits of the Company from 1,703.41 Lakhs in the previous Financial Year 2017-18 to 2,063.33 Lakhs in the Current Financial Year 2018-19.

Cautionary Statement

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

LLOYDS METALS AND ENERGY LIMITED

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH, 2019

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

Your Company is in compliance with the requirements on Corporate Governance as they stood during FY 2018-19.

A report on the compliances of Corporate Governance requirements under the Listing Regulations and the practices/ procedures followed by your Company for the year ended 31st March, 2019 is detailed below:

BOARD OF DIRECTORS AND ITS COMMITTEES

1. Composition and Category of Directors / Attendance at Meetings/Directorships and Committee Memberships in other companies as on 31st March, 2019

Your Company has the combination of Executive and Non-Executive Directors in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The present strength of the Board of Directors is a mix of seven Non-Executive Directors including a woman director, and one Executive Director. Of the Seven Non-Executive Directors, Five Directors are Independent Directors.

The Chairman of the Board is a Non- Executive Director.

As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of Regulation 16(1)(b) of the Listing Regulations. Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under Regulation 26(1) of the Listing Regulations.

The composition of Board of Directors as on 31st March, 2019 and other relevant details is as follows:

Sr. No	Name and Designation (DIN)	Status /Category	Attendance in FY 2018-19		Number of Directorships in other Companies		Committee Membership and Chairmanship in other public \$		Shareholding in the Company
			Board Meetings (4 Meetings held)	AGM	Private	Public	Chairmanship	Membership	
1.	Mr. Mukesh Gupta Chairman (DIN: 00028347)	Promoter and Non Executive	4	Yes	-	-	-	-	7,07,300
2.	Mr. Rajesh Gupta Director (DIN: 00028379)	Promoter and Non Executive	4	Yes	-	1	-	-	6,91,720
3.	Mr. Babulal Agarwal Managing Director (DIN:00029389)	Promoter and Executive	4	Yes	-	-	-	-	-
4.	Mr. Shantanu Mohapatra Director (DIN:00176836)	Non Executive and Independent	3	Yes	-	1	-	1	-
5.	Mr. Devidas Kambale Director (DIN:00020656)	Non Executive and Independent	4	No	-	2	-	-	-
6.	Mr. Jagannath Dange Director (DIN:01569430)	Non Executive and Independent	4	Yes	3	3	1	2	-
7.	Dr. Balram Singh Director (DIN:02843001)	Non Executive and Independent	4	Yes	1	-	-	-	-
8.	Mrs. Bhagyam Ramani Director (DIN:00107097)	Non Executive and Independent	4	No	1	8	-	4	-

Note:

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

Relationship between the Directors inter-se

Mr. Babulal Agarwal is maternal uncle of Mr. Rajesh Gupta and Mr. Mukesh Gupta and Mr. Rajesh Gupta and Mr. Mukesh Gupta are brothers. None of the other Directors are related to each other.

The names of the listed entities where the person is a director and the category of directorship

Sr. No	Name and Designation (DIN)	Indian-Listed Companies	
		Name of the company	Category of Directorship
1.	Mr. Mukesh Gupta	Lloyds Metals and Energy Limited	Promoter and Non – Executive Non Independent Director
2.	Mr. Rajesh Gupta	Lloyds Metals and Energy Limited	Promoter and Non – Executive Non Independent Director
		Shree Global Tradefin Limited	Chairman & Managing Director
3.	Mr. Babulal Agarwal	Lloyds Metals and Energy Limited	Managing Director
4.	Mr. Shantanu Mohapatra	Lloyds Metals and Energy Limited	Non – Executive Independent Director
		Balasore Alloys Limited	Non – Executive Independent Director
5.	Mr. Devidas Kambale	Lloyds Metals and Energy Limited	Non – Executive Independent Director
		Sanghi Industries Limited	Non – Executive Independent Director
6.	Mr. Jagannath Dange	Lloyds Metals and Energy Limited	Non – Executive Independent Director
		Murli Industries Limited	Non – Executive Independent Director
		Gujarat Foils Limited	Non – Executive Independent Director
		Mitcon Consultancy & Engineering Services Limited	Non – Executive Independent Director
7.	Dr. Balram Singh	Lloyds Metals and Energy Limited	Non – Executive Independent Director
8.	Mrs. Bhagyam Ramani	Lloyds Metals and Energy Limited	Non – Executive Independent Director
		Gujarat Sidhee Cement Limited	Non – Executive Independent Director
		Saurashtra Cement Limited	Non – Executive Independent Director
		Capri Global Capital Limited	Non – Executive Independent Director

2. Board & Independent Directors' Meeting**Board Meeting**

The Board meets at regular intervals to discuss and decide on Company's business policies and strategy apart from other regular business matters. Board Meetings are usually held at the Corporate Office of the Company at Mumbai. During the financial year ended on 31st March, 2019, **Four** Meetings of the Board of Directors were held on 16th April, 2018; 30th July, 2018; 31st October, 2018 and 31st January, 2019. Maximum time gap between two consecutive meetings had not exceeded 120 days.

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

at the Committee meetings and the recommendations made by various Committees.

The information as required under Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available periodically to the Board. The Board periodically reviews the compliance status of the Company.

Independent Director Meeting

During the year under review, the Independent Directors met on 31st January, 2019, inter alia, to:

- Review the performance of Non Independent Directors, and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Assess the quality, content and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

LLOYDS METALS AND ENERGY LIMITED

All the Independent Directors were present at this meeting. The observations made by the Independent Directors have been adopted and put into force.

Familiarization programme for Independent Directors

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

The detail of such familiarization programme can be accessed on the Company's website at https://lloyds.in/wp-content/uploads/familiarisation_Programme_for_ID_2018-19.pdf

3. Board Committees

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

Audit Committee

The Company had re-constituted Audit Committee in the Board meeting held on 06th November, 2015 in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Role of the Audit Committee, inter alia, includes the following

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company
3. Approving payment to statutory auditors, including cost auditors, for any other services rendered by them
4. Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by the management;
 - Significant adjustments made in financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Modified opinions in draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
6. Monitoring and reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
7. Reviewing and monitoring the auditors independence and performance, and effectiveness of audit process
8. Approval or any subsequent modification of transactions of the Company with related parties
9. Scrutiny of inter-corporate loans and investments
10. Valuation of undertakings or assets of the Company, wherever it is necessary
11. Evaluation of internal financial controls and risk management systems
12. Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems Formulating the scope, functioning, periodicity and methodology for conducting the internal audit
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
14. Discussion with internal auditors of any significant findings and follow-up thereon
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern

17. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
18. To review the functioning of the Whistle Blower mechanism
19. Approval of appointment of the CFO (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s)
 - Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

Powers of the Audit Committee

- a. To investigate any activity within its terms of reference
- b. To seek information from any employee
- c. To obtain outside legal or other professional advice
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary

Recommendations by the Audit Committee

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

The composition of the Audit Committee and the details of meetings attended by the Directors during FY 2018-19, are given below

Sr. No	Name of Directors	Status	Category	Meetings held (4 Meetings Held)	Meetings Attended
1.	Mr. Shantanu Mohapatra	Chairman	Non-executive & Independent	4	3
2.	Mr. Mukesh Gupta	Member	Non-executive & Non Independent	4	4
3.	Mr. Devidas Kambale	Member	Non-executive & Independent	4	4
4.	Dr. Balram Singh	Member	Non-executive & Independent	4	4

The Company Secretary acts as Secretary to the Audit Committee. During the year under review, the Audit Committee met four times on 16th April, 2018; 30th July, 2018; 31st October, 2018 and 31st January, 2019.

Mr. Shantanu Mohapatra, Chairman of the Audit Committee was present at the last Annual General Meeting held on 08th August, 2018.

Audit Committee meetings are attended by the Chief Financial Officer, Statutory Auditor and Internal Auditor. The Managing Director/other persons are invited to the meetings as and when required.

Nomination and Remuneration Committee

The Company had re-constituted Remuneration Committee as ‘**Nomination and Remuneration Committee**’ in the Board meeting held on 06th November, 2015 in line with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of Reference of the Committee, inter alia, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
- To carry out evaluation of every Director’s performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees
- To formulate the criteria for evaluation of Independent Directors and the Board
- To decide whether to extend or continue the term of appointment of Independent Director, on the basis of the report of performance evaluation of independent directors.

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- To devise a policy on Board diversity
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria
- To recommend to the board, all remuneration, in whatever form, payable to senior management.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;

The composition of the Nomination and Remuneration Committee and the details of meetings attended by the Directors are given below

Sr. No	Name of Directors	Status	Category	Meetings held (3 Meetings Held)	Meetings Attended
1.	Dr. Balram Singh	Chairman	Non-executive & Independent	3	3
2.	Mr. Devidas Kambale	Member	Non-executive & Independent	3	3
3.	Mr. Mukesh Gupta	Member	Non-executive & Non Independent	3	3

During the year under review, the Nomination and Remuneration Committee met three times on 16th April, 2018, 20th September, 2018 & 31st January, 2019.

Appointment and Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management

The Nomination and Remuneration Committee ("NRC") has adopted a policy which, inter alia, deals with the manner of selection of Board of Directors, Managing Director/Executive Director, other Key Managerial Personnel and their remuneration. The Nomination and Remuneration Policy can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Remuneration-Policy.pdf>

Performance Evaluation Criteria for IDs

The performance evaluation criteria for IDs is determined by the NRC. An indicative list of factors on which evaluation was carried out includes participation and contribution by the director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Dr. Balram Singh, Chairman of the NRC, was present at the last AGM.

Stakeholders' Relationship Committee

The Board at its meeting held on 27th October, 2014, reconstituted the "Shareholders' Grievance Committee" as "Stakeholders' Relationship Committee" in compliance with the provisions of Section 178 of the Companies Act, 2013, for redressal of Shareholders' grievances like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.

The composition of this Committee as on 31st March, 2019 is as follows:

Name of Members	Category
Mr. Mukesh Gupta	Non-executive & Non Independent
Dr. Balram Singh	Non-executive & Independent
Mr. Devidas Kambale	Non-executive & Independent

Mr. Mukesh Gupta, Non Executive Director is heading the Committee and Mr. Nitesh Tanwar, the Company Secretary, is the Compliance Officer under the Listing Regulations.

Report on number of shareholder complaints received and resolved by the Company during the year ended 31st March, 2019

No. of complaints pending as on 1 st April, 2018.	0
No. of complaints identified and reported during FY 2018-19	8
No. of Complaints disposed of during the year ended 31 st March, 2019	8
No. of pending complaints as on 31 st March, 2019	0

Corporate Social Responsibility ("CSR") Committee

The purpose of Corporate Social Responsibility (CSR) Committee of the Company is to formulate and recommend to the Board a CSR Policy indicating the activities to be undertaken by the Company, recommend the amount of expenditure to be incurred on the activities and monitor the CSR Policy of the Company from time to time. The Committee also encourages the employees to voluntarily participate in the CSR initiatives undertaken by the Company.

The CSR Policy can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Corporate-Social-Responsibility-Policy.pdf>

The composition of this Committee as on 31st March, 2019 is as follows:

Sr. No	Name of Directors	Status	Category
1.	Mr. Mukesh Gupta	Chairman	Non-executive & Non Independent
2.	Dr. Balram Singh	Member	Non-executive & Independent
3.	Mr. Rajesh Gupta	Member	Non-executive & Non Independent

4. Directors' Appointment, Tenure and Remuneration

In terms of Section 152 read with Section 149(13) of the Companies Act, 2013, Mr. Mukesh Gupta is liable to retire by rotation. The said Director has offered himself for reappointment and resolution for his reappointment, is incorporated in the Notice of the ensuing Annual General Meeting. The brief profile and other information as required under Regulation 36(3) of the Listing Regulations relating to Mr. Mukesh Gupta forms part of the Notice of ensuing Annual General Meeting.

The remuneration paid for the financial year ended 31st March, 2019 to Mr. Babulal Agarwal as the Managing Director of the Company is in accordance with the terms and conditions of his appointment. The tenure of office of Mr. Babulal Agarwal, Managing Director is for five years w.e.f. 01st January, 2018. There is no provision for notice period and payment of severance fees.

Details of remuneration / sitting fees paid to Executive and Non-Executive Directors for the year ended 31st March, 2019 is as follows:

Sr. No	Name of the Director	Salary	Perquisites and allowances	Performance Linked Incentive	Sitting Fees\$	Total	Stock options granted
1.	Mr. Babulal Agarwal	65,00,004	-	-	-	65,00,004	-
2.	Mr. Mukesh Gupta	-	-	-	22,000	22,000	-
3.	Mr. Rajesh Gupta	-	-	-	8,000	8,000	-
4.	Mr. Shantanu Mohapatra	-	-	-	12,000	12,000	-
5.	Mr. Devidas Kambale	-	-	-	24,000	24,000	-
6.	Mr. Jagannath Dange	-	-	-	10,000	10,000	-
7.	Dr. Balram Singh	-	-	-	24,000	24,000	-
8.	Mrs. Bhagyam Ramani	-	-	-	10,000	10,000	-

\$ The Non Executive Directors are paid only sitting fees on the recommendation of Nomination and Remuneration Committee.

Criteria of making payment to Non Executive Directors

Criteria of making payments of sitting fees or commission to non-executive directors can be accessed on the Company's website at www.lloyds.in under the heading "Policies".

Note: There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Directors.

5. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried

out by the Independent Directors who also reviewed the performance of the Key Managerial Personnel. The Directors expressed their satisfaction with the evaluation process.

6. Skills/Expertise/Competence of the Board of Directors of the Company

The following is the list of core skills/expertise/competencies possessed by the Board of Directors of the Company, which are essential for the functioning of the Company in an effective manner.

a) Market Exploration & Potential Marketing:-

Experience in developing promotional strategies to increase the sales in the existing market and explore potential market for the Company.

b) Service on the Board's of Various Companies:-

Experience of serving on the Board's of different companies in order to develop insights about Corporate Governance, Management Responsibility, Protecting the Stakeholders interest.

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c) Financial Expertise:-

Expertise in accounting and financial control functions. Possessing analytical skills. Expertise in preparation of financial strategies for the long term growth of the business of the Company.

d) Law & policies:-

Awareness of the existing law and economical policies applicable to the Company thereby ensuring proper legal and statutory compliances and appropriate application of policies to the advantage of the Company.

e) Expansion , Modification & Updation:

A significant background about the technology applicable to the company resulting in how to implement technological updates into the Business of the Company.

OTHER DISCLOSURES

1. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

During the year under review, there were no materially significant related party transactions that may have potential conflict with the interests of listed entity at large. However the Company has entered into a related party transaction as per section 188 of the Companies Act, 2013 with Trofi Chain Factory Private Limited. Particulars of transactions with Trofi Chain Factory Private Limited in the prescribed form AOC-2, is enclosed with this Annual Report as “Annexure III”. The policy on dealing with related party transaction is placed on the Company’s website at www.lloyds.in.

2. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the aforesaid Act and the Rules framed thereunder, including constitution of the Internal Complaints Committee (ICC). The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees, etc.) are covered under this Policy.

The Policy is gender neutral.

During the year under review, no complaint of sexual harassment was filed with the Internal Complaints Committee.

3. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years :

Neither there were any non-compliances, nor any penalties or strictures have been imposed on your

Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

4. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

The Company has formulated Whistle Blower Policy & established Vigil Mechanism for the directors and employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company’s code of conduct or ethics policy.

During the year under review no personnel have either approached the Audit Committee or been denied access to the Audit Committee.

5. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The company has complied with all the mandatory requirements. As regards the Non-Mandatory requirements they are complied with to the extent possible.

6. Web link where policy for determining material subsidiaries is disclosed

Not Applicable

7. Weblink where policy on dealing with Related Party Transactions

<https://lloyds.in/wp-content/uploads/2017/04/Remuneration-Policy.pdf>

8. Disclosure of Commodity Price Risks and Commodity Hedging Activities:

Not Applicable

9. Details of total fees paid to statutory auditors

The details of total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor are as follows:

(Figures in ₹ Lakhs)

Type of Service	2018-19	2017-18
Statutory Audit Fees	2.75	2.75
Tax Audit Fees & Certifications	0.75	0.75
Expenses Reimbursed	0.10	0.27
Cost Audit Fees	0.30	0.30
Secretarial Audit Fees	0.40	0.40
Total	4.30	4.47

DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

GENERAL SHAREHOLDERS INFORMATION

1. General Body Meeting

i. Annual General Meeting

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

Financial Year Ended	Date	Time	Brief Description of Special Resolution
31 st March, 2018	08 th August, 2018	12.30 p.m.	To amend the “Lloyds Metals and Energy Limited Employee Stock Option Plan – 2017’ of the Company.
31 st March, 2017	19 th September, 2017	12.30 p.m.	Revision in terms of Remuneration of Mr. Babulal Agarwal, Managing Director of the Company w.e.f. 1 st April, 2017 to 31 st December, 2017. Reappointment of Mr. Babulal Agarwal as a Managing Director of the Company for the further Period of 5 Years. Approval of Employees Stock Options Plan (“LLOYDS ESOP-2017”) and grant of Employee Stock Options to the employees of the Company through trust.
31 st March, 2016	10 th June, 2016	12.30 p.m.	Sub-division of Equity Shares from the Face Value of ₹ 2/- per share to Face Value of ₹ 1/- per share. Alteration of the Capital Clause of Memorandum of Association of the Company.

ii. Extra Ordinary General Meeting (EGM)

No Extra Ordinary General Meeting (EGM) was held during the last financial year i.e 2018-2019.

iii. Postal Ballot

During the financial year 2018-19, Company has not passed any resolution through postal ballot.

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

2. Company’s Means of Communication

Website	Information like quarterly / half yearly / annual financial results and press releases on significant developments in the Company that have been made available from time to time, are hosted on the Company’s website www.lloyds.in and have also been submitted to the Stock Exchanges to enable them to put them on its website and communicate to its members.
Quarterly/ Annual Financial Results	The quarterly / half-yearly / annual financial results are published in Business Standard (English) and Mumbai Lakshadweep (Marathi) newspapers. The results are also uploaded by BSE on its website www.bseindia.com and MSEI on its website www.msei.in
Stock exchange	All periodical information, including the statutory filings and disclosures, are filed with BSE and MSEI. The filings required to be made under the Listing Regulations, including the Shareholding pattern and Corporate Governance Report for each quarter are also filed on BSE Listing Centre and MSEI.

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3. Other Information

CIN	L40300MH1977PLC019594
Registered office address	Plot No. A 1-2, MIDC Area, Ghugus, Dist Chandrapur, 442 505, Maharashtra.
Corporate office address	Trade World, "C" Wing , 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel(W) Mumbai 400013
Date, Time and Venue of Annual General Meeting	24 th July, 2019 at 12.30 p.m. Address: Plot No. A 1-2, MIDC Area, Ghugus, Dist Chandrapur, 442 505, Maharashtra.
Financial Year	The financial year of the Company starts from April 1 st and ends on March 31 st of the succeeding year
Rate of dividend and dividend declaration date	No Dividend was declared during the financial year 2018-19.
Dates of Book Closure	17th July, 2019 to 24th July, 2019
Listing on stock exchanges	The Equity Shares of the Company are listed on BSE Limited and MSEI Limited. Address:- BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. MSEI Limited (MSEI) Vibgyor Towers, 4 th Floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098
Listing fees	The listing fees of BSE and MSEI for FY 2019-20 has been paid
Stock code	The BSE scrip code of equity shares is 512455 and MSEI Symbol of equity shares is LLOYDSME
ISIN Number	INE281B01032
Custodian fees	The custodian fees is payable to each of the depositories based on the number of folios as on 31 st March, 2019. The custodian fees to CDSL and NSDL will be paid within the due date.
Subsidiary Company	There is no subsidiary, associate or joint venture Company
Suspension of trading in securities	There was no suspension of trading in securities of the Company during the year under review.
Registrar and Transfer agents	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059. Phone : 022- 6263 8200 Fax : 022- 6263 8299 E-mail : investor@bigshareonline.com
Share Transfer system	97.96 % of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. The Registrars and Share Transfer Agent have put in place an appropriate Share Transfer system to ensure timely share transfers. Share transfers are registered and returned in the normal course within an average period of 15 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.
Liquidity	The Company's Shares are traded on the Bombay Stock Exchange and Metropolitan Stock Exchange of India Limited
Information on Deviation from Accounting Standards, if any	There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2018-19.
Outstanding GDRs / ADRs / Warrants / Convertible Instruments and their impact on Equity	There are no outstanding convertible instruments as on 31 st March, 2019 except employee stock options. The Company has not issued any GDRs / ADRs /Warrants or any other Convertible Instruments except employee stock options.
Commodity price risk or foreign exchange risk and hedging activities	Not Applicable

Plant locations	Sponge Iron & Power Plant Plot No. A-1/2, MIDC Area, Ghugus, Dist. Chandrapur- 442 505. Maharashtra.
Tentative calendar of the Board Meetings for FY 2019-20	For the quarter ended June 30, 2019 – On or before 14 th August, 2019 For the quarter and half year ended September 30, 2019 – On or before 14 th November, 2019 For the quarter ended December 31, 2019 – On or before 14 th February, 2020 For the quarter and year ended March 31, 2020 - On or before 30 th May, 2020 Annual General Meeting – On or before 30 th September, 2020

4. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Chartered Accountant carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The report, inter alia, confirms that the number of shares issued, listed on the Stock exchange and that held in demat and physical mode are in agreement with each other.

5. Market Price Data

The market price data and the volume of your Company's shares traded on BSE during the year ended 31st March, 2019 are as follows:

The monthly movement of equity Share Price on Bombay Stock Exchange			
2018-2019	Share Price (In ₹)		BSE Sensex
Months	High	Low	Close
April	19.90	14.30	35,160.36
May	18.60	14.80	35,322.38
June	15.70	11.50	35,423.48
July	16.10	13.00	37,606.58
August	18.40	14.75	38,645.07
September	17.00	13.45	36,227.14
October	14.20	12.21	34,442.05
November	14.99	12.02	36,194.30
December	15.40	12.50	36,068.33
January	15.10	11.50	36,256.69
February	13.00	10.50	35,867.44
March	13.45	11.51	38,672.91

6. Distribution of Shareholding as on 31st March, 2019

Shareholding of Nominal Value (INR)	Number of Shareholders	Percentage (%)	Number of Shares Held	Percentage (%)
1 – 5,000	11,488	94.72	1,17,52,596	5.28
5,001 – 10,000	252	2.08	19,72,607	0.89
10,001 – 20,000	132	1.09	20,13,648	0.90
20,001 – 30,000	59	0.48	15,01,772	0.67
30,001 – 40,000	33	0.27	11,47,537	0.52
40,001 – 50,000	29	0.24	13,30,251	0.60
50,001 – 1,00,000	52	0.43	37,60,307	1.69
1,00,001 and above	84	0.69	19,91,03,862	89.45
Total	12,129	100.00	22,25,82,580	100.00

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7. Shareholding pattern as on 31st March, 2019

Category	Category of Shareholder	Number of Shareholders	Total Number of Shares	Total Shareholding as a Percentage of Total Number of Shares
PROMOTER & PROMOTER GROUP				
Indian	Promoter	17	14,19,12,177	63.76
	Promoter Group	-	-	-
	Total (Promoter & Promoter Group)	17	14,19,12,177	63.76
PUBLIC				
Institutions	Mutual Funds	1	2,000	0.00
	Financial Institutions/ Banks	2	8,000	0.00
	Foreign Portfolio Investor/ Foreign Institutional Investors	-	-	-
	Total (Institutions)	3	10,000	0.00
Non-institutions	Bodies Corporate	123	1,87,25,306	8.41
	Individuals	11,642	5,37,26,422	24.14
	Clearing Members	42	4,55,867	0.21
	Non Resident Indian	300	48,11,458	2.16
	Hindu Undivided Family			
	Trusts	1	1,000	0.00
	Unclaimed Account	1	29,40,350	1.32
	Total (Non-Institutions)	12,109	8,06,60,403	36.24
Total (Public)		12,112	8,06,70,403	36.24
GRAND TOTAL		12,129	22,25,82,580	100.00

8. Top Ten Shareholders across all categories as on 31st March, 2019

SR. NO.	NAME OF SHAREHOLDERS	NO OF SHARES	%OF HOLDING
1	ASP Technologies Private Limited	3,64,00,340	16.35
2	Triumph Trade & Properties Developers Private Limited	2,91,58,208	13.10
3	Shree Global Tradefin Limited	2,88,90,380	12.98
4	Lloyds Metals & Minerals Trading LLP	2,37,41,529	10.67
5	Halan Properties Private Limited	80,23,000	3.60
6	Ravi Agarwal	77,30,000	3.47
7	Shreekrishna Gupta	56,02,000	2.52
8	Madhur Gupta	56,00,000	2.52
9	Kamal Khetan	38,10,009	1.71
10	Sanjeev Garg	36,39,500	1.64

9. Status of dematerialisation of shares

As on 31st March, 2019, all except 45,48,660 equity shares of the Company are held in dematerialised form. The breakup of the equity shares held in dematerialised and physical form as on 31st March, 2019 is as follows:

Particulars	No. of shares	Percent of equity
NSDL	19,43,02,940	87.30
CDSL	2,37,30,980	10.66
Physical	45,48,660	2.04
Total	22,25,82,580	100.00

10. Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the listed entity shall disclose the following details in its annual report, as long as there are shares in the unclaimed suspense account. The details of Lloyds Metals and Energy Limited unclaimed suspense account are as follows:-

Sr. No	Particulars	Demat	
		Number of Shareholders	Number of equity shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	2,576	29,55,850
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	14	15,500
3	Number of shareholders to whom shares were transferred from suspense account during the year;	0	0
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	2,562	29,40,350

The voting rights on the shares in the unclaimed suspense accounts as on 31st March, 2019 shall remain frozen till the rightful owners of such shares claim the shares.

11. Disclosure by key managerial personnel about related party transactions:

The Board has received disclosures from key managerial personnel relating to transactions where they and/or their relatives have personal interest. There were no materially significant related party transactions, which have potential conflict with the interest of the company at large. The related party transactions have been disclosed in form AOC 2 and in the notes to Balance Sheet and Statement of Profit and Loss for the year ended 31st March, 2019.

The Company has laid down a policy for dealing with Related Party Transactions. The Policy on Related Party Transactions can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Policy-on-Materiality-of-Related-Party-Transaction.pdf>

12. Disclosure of Accounting Treatment

The Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

13. Proceeds from public issues, rights issues, preferential issues etc.

The company has not made any capital issues during the financial year.

14. Matters related to Capital Markets

The company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the company by any Stock Exchange or SEBI or any statutory authority, on any matter relating to capital markets, during the last three years.

15. Management Discussion & Analysis Report

The Management Discussion & Analysis Report is a part of Director's Report.

16. Credit Rating

During the year, the Company has obtained BBB- (Investment Grade) credit rating from Brickwork Ratings India Private Limited for the Bank Loan Facilities of ₹100 Crores obtained by the Company.

17. Green Initiative

Pursuant to section 101 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronics forms. This Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Standalone Financial Statements, Directors Report, Auditors Report along with their annexure etc. for the financial year 2018-19 in the electronic mode to the shareholders who have registered their e-mail ids with the Company and/or their respective Depository Participates (DPs).

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

18. Address for Correspondence

For transfer/dematerialisation of shares and any other query relating to the shares of the Company.

Bigshare Services Private Ltd

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059. Tel No.:- 022-6263 8200; Fax No:- 022-6263 8299.

E-mail: investor@bigshareonline.com.

LLOYDS METALS AND ENERGY LIMITED

Any query on Annual Report

Secretarial Department:

Trade World, 'C' Wing, 16th Floor, Senapati Bapat Marg,
Lower Parel (W), Mumbai- 400 013.

Tel. No. 022-6291 8263, Fax No. 022-6291 8260

E mail: investor@lloyds.in

19. Independent Director Confirmation

In terms of Schedule V(C)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the declaration of independence received from the Independent Directors of the Company, we are of the opinion that the Independent Directors of the Company fulfills the conditions specified under Regulation 16(b) of Listing Regulations and are independent of Management

20. Compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is annexed hereto marked as “Annexure I” and forms part of this report.

21. CEO and CFO Certification

The Managing Director and CFO of the Company have given the certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The requisite certificate from the Managing Director and CFO of the Company is annexed hereto marked as “Annexure II” and forms part of this report.

22. Certification from Company Secretary in Practice

M/s Saurabh Arora & Co., Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this report as “Annexure III”.

23. Certificate on Compliance with Code of Conduct

This Code has been laid down with a view to promote good corporate governance and exemplary personal conduct and is applicable to all the Directors and Senior Managerial Personnel of the Company. This Code can be accessed on the Company's website at <https://lloyds.in/wp-content/uploads/2017/04/Code-of-conduct.pdf>.

Declaration of compliance of the Code of Conduct in terms of Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per 'affirmation of compliance' letters received from the Directors and the members of senior managerial personnel of the Company, I hereby declare that members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management during the financial year 2018-19.”

For and on behalf of the Board of Directors

Sd/-

Mukesh Gupta

Chairman

DIN: 00028347

Date: 25th April, 2019

Place: Mumbai

Annexure I

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members,

Lloyds Metals and Energy limited

CIN: L40300MH1977PLC019594

Plot No. A 1-2, MIDC Area,

Ghugus, Dist. Chandrapur - 442 505,

Maharashtra

We have examined the compliance of conditions of corporate governance by Lloyds Metals and Energy Limited ('the Company') for the year ended 31st March, 2019, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C and D of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For M/s VSS & Associates,

Sd/-

Sanjay Jain

Partner

Date: 25th April, 2019

Place: Mumbai

**CEO/CFO CERTIFICATE
[Regulation 17(8)]**

To,
The Board of Directors
Lloyds Metals and Energy Limited

We hereby certify that we have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2019 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the aforesaid period which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control systems, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee that:
 - (a) There have been no significant changes in internal control over financial reporting during the year.
 - (b) There have been no significant changes in accounting policies during the year.
 - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389**

**Sd/-
Riyaz Shaikh
Chief Financial Officer**

**Date: 25th April, 2019
Place: Mumbai**

Annexure III

**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE
(Pursuant to clause 10 of Part C of Schedule V of LODR)**

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR) in respect of Lloyds Metals and Energy Limited (CIN: L40300MH1977PLC019594) I hereby certify that :

On the basis of the written representation/declaration received from the directors and taken on record by the Board of Directors, as on 31st March, 2019, none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

**Sd/-
Saurabh Arora
Saurabh Arora & Co.
Company Secretaries
ACS: 43368
C.P.No: 19371**

**Date: 25th April, 2019
Place: Mumbai**

LLOYDS METALS AND ENERGY LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S. LLOYDS METALS AND ENERGY LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Lloyds Metals and Energy Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)

The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

Refer to Note 2 (d) to the Financial Statements

Auditors Response : We assessed the entities process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, performance and inspection of evidence in respect of operation of these controls.
- Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- Selected a sample of continuing and new contracts and performed the following procedures :
 - Read, analyzed and identified the distinct performance obligations in these contracts.
 - Compared these performance obligations with that identified and recorded by the Group.
 - Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
 - In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.
 - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.

- Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.
- We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

2. Evaluation of Contingent Liabilities.

Claims against the company not acknowledged as debts is disclosed in the financial statements. The existence of the payments against these claims requires management judgment to ensure disclosure of most appropriate values of contingent liabilities.

Refer Notes 33 to the Financial Statements

Auditors Response : Our audit procedures include, among others, assessing the appropriateness of the management's judgment in estimating the value of claims against the company not acknowledged as debts as given in the note 33.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance Report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies;

making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast

LLOYDS METALS AND ENERGY LIMITED

significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Company has no branch office and hence the company is not required to conduct audit under section 143 (8) of the Act;
 - d) The Balance Sheet, the Statement of Profit and Loss, the Cash flow statement dealt with by this Report are in agreement with the books of account;
 - e) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (As amended);

- f) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial Reporting; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us (As amended):
 - i. The Company has disclosed the impact of pending litigations on its financial position in Note 33 of the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. During the year, no amounts were required to be transferred to the Investor Education and Protection Fund by the Company. So, the question of delay in transferring such sums does not arise.
 - iv. The disclosure in the financial statements regarding holding as well as dealing in specified bank notes during the period from 8th November 2016 to 30th December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31st March 2019.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the 'Annexure B', a statement on the matters specified in paragraphs 3 and 4 of the Order.

For VSS & Associates

Chartered Accountants

ICAI Firm Reg. no.: 105787W

Sd/-

Sanjay Jain

Partner

M. No.: 046565

Dated: 25th April 2019

Place: Mumbai

Annexure – A to the Independent Auditors’ Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/s Lloyds Metals and Energy Limited (“the Company”) as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records reflecting in the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VSS & Associates

Chartered Accountants
ICAI Firm Reg. no.: 105787W
Sd/-

Sanjay Jain
Partner
M. No.: 046565

Dated: 25th April 2019

Place: Mumbai

LLOYDS METALS AND ENERGY LIMITED

Annexure - B to Independent Auditor's Report

The 'Annexure B' referred to in Independent Auditor's Report to the Members of the Company on the Financial Statements for the year ended 31st March 2019, we report that:

- (i) (a) According to the information and explanation given to us and based on the records produced before us, we are of the opinion that the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanation given to us, fixed assets were physically verified by the management according to a designed to cover all the locations which in our opinion, is reasonable having regard to the size of the company and the nature of its assets.
- (c) According to the information and explanation given to us and on verification, the title deeds of immovable properties are held in the name of the company.
- (ii) According to the information and explanation given to us Inventory has been physically verified by the management during the year. No material discrepancies were noticed that would have an impact over the Financial Statements.
- (iii) According to the information and explanation given to us, the Company has not granted during the year any unsecured loans. Hence this clause is not applicable to the Company.
- (iv) According to the information and explanation given to us. The company has not given any loans, investments, guarantees and other securities. Hence provisions of section 185 and 186 is not applicable to the company.
- (v) According to the information and explanation given to us, the company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the rules framed there under.
- (vi) According to the information and explanation given to us, the Company has maintained cost records as specified by the Central Government under sub-section (1) of section 148 of the Act.
- (vii) (a) According to the books and records as produced and audited by us in accordance with generally accepted auditing practices in India and also Management representations, undisputed statutory dues in respect of Provident fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs duty, Cess and other statutory dues, if any, applicable to it, has been regularly deposited with the appropriate authorities.
- (b) The details of dues of Excise duty which have not been deposited as at 31st March, 2019 on account of dispute are given below.
- (viii) According to the information and explanation given to us and the record produced before us, the company has not raised moneys by way of initial public offer or further public offer. The Company has raised funds under term loans this year and they have been applied for the purpose for which they were raised.
- (ix) During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company by its officers or employees, either noticed or reported during the year, nor have we been informed of such case by the Management.
- (x) According to the information and explanation given to us and the record produced before us, managerial remuneration has been paid during the year as per the provisions of section 197 read schedule V to the Act.
- (xi) The Company is not a Nidhi Company as specified in the Nidhi Rules, 2014. Hence the provision of this clause is not applicable to the company.
- (xii) According to the information and explanation given to us and the record produced before us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable Indian Accounting Standards. and AOC-2 marked as Annexure III in the Board's Report.
- (xiii) According to the information and explanation given to us and the record produced before us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence the provision of this clause is not applicable to the company.
- (xiv) As per the information and explanation given to us and the record produced before us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xv) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **VSS & Associates**
Chartered Accountants
ICAI Firm Reg. no.: 105787W
Sd/-
Sanjay Jain
Partner
M. No.: 046565

Dated: 25th April 2019
Place: Mumbai

Sr. No.	Name of the Statute	Forum where dispute is pending	Amount (In Lakhs)
1	The Central Excise Act, 1944	Supreme Court	5.20
2	The Central Excise Act, 1944	CESTAT, Mumbai	584.46
Total			589.66

BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ in Lakhs)

Particulars		Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS				
(1) Non-Current Assets				
(a)	Property, Plant and Equipment	4	35,817.65	34,823.52
(b)	Capital Work in Progress		3,619.67	2,299.17
(c)	Financial Assets			
(i)	Investments	5	13.15	13.15
(d)	Other Non-current Assets	6	62.79	3,851.82
Total Non Current Assets			39,513.26	40,987.66
(2) Current Assets				
(a)	Inventories	7	7,364.09	6,785.85
(b)	Financial Assets			
(i)	Trade Receivables	8(i)	2,309.97	1,553.83
(ii)	Cash and Cash Equivalent	8(ii)	19.76	36.02
(iii)	Bank Balances Other than (ii) above	8(iii)	825.41	677.40
(iv)	Other Financial Assets	8(iv)	1,162.26	1,518.66
(v)	Prepayments	8(v)	107.29	119.22
(c)	Other Current Assets	9	7,766.31	3,933.31
Total Current Assets			19,555.09	14,624.29
TOTAL ASSETS			59,068.35	55,611.95
EQUITY AND LIABILITIES				
Equity				
(a)	Equity Share Capital	10	2,243.05	2,243.05
(b)	Other Equity	11	8,582.30	6,200.38
Total Equity			10,825.35	8,443.43
LIABILITIES				
(1) Non Current Liabilities				
(a)	Financial Liabilities			
(i)	Borrowings	12	8,261.80	1,003.39
(b)	Provisions	13	508.66	434.83
(c)	Other Non-Current Liabilities	14	30,494.70	36,300.51
Total Non Current Liabilities			39,265.16	37,738.73
(2) Current Liabilities				
(a)	Financial Liabilities			
(i)	Borrowings	15(i)	267.09	1,914.79
(ii)	Trade Payables	15(ii)		
a)	total outstanding dues of micro enterprises and small enterprises; and		-	-
b)	total outstanding dues of creditors other than micro enterprises and small enterprises		6,402.73	6,760.33
(iii)	Other Financial Liabilities	15(iii)	751.69	174.09
(b)	Provisions	16	827.82	223.84
(c)	Other Current Liabilities	17	728.51	356.74
Total Current Liabilities			8,977.84	9,429.79
TOTAL EQUITY AND LIABILITIES			59,068.35	55,611.95

See accompanying Notes 1 to 38 are integral part of these Financial Statements

As per our Report of Even Date

For VSS & ASSOCIATES

Chartered Accountants

Firm Registration No 105787W

Sd/-

Sanjay Jain

Partner

Membership No 46565

**For and on behalf of the Board of Directors of
Lloyds Metals And Energy Limited**

Sd/-

Babulal Agarwal

Managing Director

DIN: 00029389

Sd/-

Riyaz Shaikh
Chief Financial Officer

Sd/-

Mukesh Gupta

Chairman

DIN: 00028347

Sd/-

Nitesh Tanwar
Company Secretary
Membership No.-ACS-28498**Place : Mumbai****Date : 25th April, 2019**

LLOYDS METALS AND ENERGY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lakhs)

Particulars		Note No.	For the Year ended 31 st March, 2019	For the Year ended 31 st March, 2018
	INCOME			
I	Revenue from Operations	18	47,281.72	41,467.90
II	Other Income	19	3,084.20	2,468.34
III	Total Income (I+II)		50,365.92	43,936.24
IV	EXPENSES			
	(a) Cost of Materials Consumed	20	37,843.63	30,335.56
	(b) Purchases of Stock-in-trade	21	895.23	3,070.61
	(c) Changes in Inventories of Finished goods, Stock-in-Trade and Work-in-progress	22	(315.67)	(699.37)
	(d) Employee Benefit Expenses	23	2,173.51	1,609.46
	(e) Finance Cost	24	1,088.72	1,041.38
	(f) Depreciation and Amortisation Expense	25	1,507.82	1,368.01
	(g) Excise Duty		-	1,206.14
	(h) Other Expenses	26	5,109.35	4,301.04
	Total Expenses(IV)		48,302.59	42,232.83
V	PROFIT /(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)		2,063.33	1,703.41
VI	Exceptional Items		-	-
VII	PROFIT / (LOSS) BEFORE TAX (V-VI)		2,063.33	1,703.41
VIII	Tax Expenses:			
	(1) Current Tax		-	-
	(2) Deferred Tax		-	-
IX	PROFIT / (LOSS) FROM CONTINUING OPERATIONS AFTER TAX (VII-VIII)		2,063.33	1,703.41
X	OTHER COMPREHENSIVE INCOME			
	(a) (i) Items that will not be reclassified subsequently to the statement of profit and loss		25.70	(22.36)
	(ii) Income tax on items that will not be reclassified subsequently to the statement of profit and loss		-	-
	(b) (i) Items that will be reclassified subsequently to the statement of profit and loss		-	-
	(ii) Income tax on items that will be reclassified subsequently to the statement of profit and loss		-	-
	TOTAL OTHER COMPREHENSIVE INCOME/(LOSSES)		25.70	(22.36)
XI	TOTAL COMPREHENSIVE INCOME OF THE YEAR (IX+X)		2,089.03	1,681.05
XII	EARNING PER EQUITY SHARES:			
	(1) Basic (in ₹)	32	0.93	0.77
	(2) Diluted (in ₹)		0.93	0.77

See accompanying Notes 1 to 38 are integral part of these Financial Statements

As per our Report of Even Date

For VSS & ASSOCIATES

Chartered Accountants

Firm Registration No 105787W

Sd/-

Sanjay Jain

Partner

Membership No 46565

**For and on behalf of the Board of Directors of
Lloyds Metals And Energy Limited**

Sd/-

Babul Agarwal

Managing Director

DIN: 00029389

Sd/-

Riyaz Shaikh

Chief Financial Officer

Sd/-

Mukesh Gupta

Chairman

DIN: 00028347

Sd/-

Nitesh Tanwar

Company Secretary

Membership No.-ACS-28498

Place : Mumbai

Date : 25th April, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lakhs)

Particulars		For the Year ended 31 st March, 2019	For the Year ended 31 st March, 2018
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/(Loss) Before Tax	2,063.33	1,703.41
	Adjustments for:		
	Depreciation	1,507.82	1,368.01
	Other comprehensive Income	25.70	(22.36)
	SBP Reserve	292.89	-
	Loss on disposal of Property, Plant and equipment	8.20	0.29
	(Profit) on disposal of Property, Plant and equipment	(130.02)	(140.64)
	Interest/Dividend Income	(53.56)	(56.00)
	Interest & Financial Charges	374.22	162.00
	Operating Profit Before Working Capital Changes	4,088.58	3,014.71
	Change in operating assets and liabilities		
	(Increase)/Decrease in Trade and other Receivables	(756.14)	(459.17)
	(Increase)/Decrease in Financial Assets	356.40	326.31
	(Increase)/Decrease in Other Current Assets	(3,853.40)	(1,255.81)
	(Increase)/Decrease in Inventories	(578.24)	27.84
	(Increase)/Decrease in Other Non Current Assets	3,789.03	30.38
	(Increase)/Decrease in Prepayments	11.93	172.16
	Increase/(Decrease) in Borrowings	(1,647.70)	261.44
	Increase/(Decrease) in Trade Payable	(357.60)	538.28
	Increase/(Decrease) in Other Financial Liabilities	(135.54)	(616.14)
	Increase/(Decrease) in Other Current Liabilities	371.77	(61.62)
	Increase/(Decrease) in Non Current Liabilities	(5,805.81)	3,396.51
	Increase/(Decrease) in Provisions	677.81	58.37
	Cash Generated from Operations	(3,838.91)	5,433.26
	Direct Taxes (Paid)/ Net of Refunds	13.25	2.81
	Net cash inflow (outflow) from operating activities	(3,825.66)	5,436.07
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Property, Plant & Equipment	(2,749.57)	(4,271.93)
	(Increase)/Decrease on FDR	(148.01)	115.06
	Sale of Property, Plant & Equipment	369.44	209.59
	Interest/Dividend Received	60.71	53.35
	(Increase)/Decrease in Capital WIP	(1,320.50)	(1,453.29)
	Net cash inflow (outflow) from investing activities	(3,787.93)	(5,347.22)
C	CASH FLOW FROM FINANCING ACTIVITIES :		
	Interest & Financial Charges Paid	(350.71)	(162.00)
	Proceeds From Borrowing	8,650.92	104.58
	(Repayment) of Borrowing	(702.88)	(19.01)
	Net cash inflow /(outflow) from financing activities	7,597.33	(76.43)
	Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	(16.26)	12.42
	Cash & Cash Equivalents as on 01 st April, 2018	36.02	23.60
	Cash & Cash Equivalents as on 31 st March, 2019	19.76	36.02
	Net Increase / (Decrease) in Cash & Cash Equivalents	(16.26)	12.42
	Components of Cash and Cash equivalents		
	(a) Cash on Hand	5.50	7.47
	(b) Balance with Schedule Bank in : Current account	14.26	28.55
	Total cash and Cash Equivalents	19.76	36.02

Notes :

1 Cash Flow Statement has been prepared following the indirect method as set out in Ind AS -7 specified under Section 133 of the Companies Act, 2013 except in case of interest paid / received, purchase and sale of Investments which have been considered on the basis of actual movements of cash with necessary adjustments in the corresponding assets and liabilities.

2 Cash and Cash Equivalents represent Cash & Bank balances.

See accompanying Notes 1 to 38 are integral part of these Financial Statements

As per our Report of Even Date

For VSS & ASSOCIATES

Chartered Accountants

Firm Registration No 105787W

Sd/-

Sanjay Jain

Partner

Membership No 46565

**For and on behalf of the Board of Directors of
Lloyds Metals And Energy Limited**

Sd/-

Babulal Agarwal

Managing Director

DIN: 00029389

Sd/-

Riyaz Shaikh

Chief Financial Officer

Sd/-

Mukesh Gupta

Chairman

DIN: 00028347

Sd/-

Nitesh Tanwar

Company Secretary

Membership No.-ACS-28498

Place : Mumbai

Date : 25th April, 2019

LLOYDS METALS AND ENERGY LIMITED

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A. Equity Share Capital

(₹ in Lakhs)

Particulars	Note No.	Equity Share Capital
As at 1st April, 2017		2,243.05
Changes in equity share capital		-
As at 31st March, 2018	10	2,243.05
Changes in equity share capital		-
As at 31st March, 2019		2,243.05

B. Other Equity

(₹ in Lakhs)

Particulars	Note No.	Reserves and Surplus				Total
		Capital Reserve	Surplus	Other comprehensive income	SBP Reserve	
As at 1st April, 2017		7,756.22	(3,245.02)	8.12	-	4,519.32
Profit for the year		-	1,703.42	-	-	1,703.42
Actuarial Gain/ (Loss) for the year		-	-	(22.36)	-	(22.36)
As at 31st March, 2018	11	7,756.22	(1,541.60)	(14.24)	-	6,200.38
Profit for the year		-	2,063.33	-	-	2,063.33
Share Based Payment (Refer Note No.34)		-	-	-	292.89	292.89
Actuarial Gain/ (Loss) for the year		-	-	25.70	-	25.70
As at 31st March, 2019		7,756.22	521.73	11.46	292.89	8,582.30

See accompanying Notes 1 to 38 are integral part of these Financial Statements

As per our Report of Even Date
For VSS & ASSOCIATES
 Chartered Accountants
 Firm Registration No 105787W

**For and on behalf of the Board of Directors of
 Lloyds Metals And Energy Limited**

Sd/-
Sanjay Jain
 Partner
 Membership No 46565

Sd/-
Babul Agarwal
 Managing Director
 DIN: 00029389

Sd/-
Mukesh Gupta
 Chairman
 DIN: 00028347

Place : Mumbai
Date : 25th April, 2019

Sd/-
Riyaz Shaikh
 Chief Financial Officer

Sd/-
Nitesh Tanwar
 Company Secretary
 Membership No.-ACS-28498

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019.

1. Background

Lloyds Metals and Energy Limited was incorporated in 1977 having its registered office at Plot No A 1-2, MIDC Area Ghugus Chandrapur - 442505, Maharashtra State. The Company is into the business of manufacturing Sponge Iron, Power generation and mining activities.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Basis of preparation

- i) These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. As the quarter and year figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.
- ii) Historical cost convention the financial statements have been prepared on a historical cost basis, except for the following:
 - Certain financial assets and liabilities that are measured at fair value;
 - Defined benefit plans – plan assets measured at fair value;

b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has identified Managing Director and Chief Financial Officer as chief operating decision maker. Refer Note 36 for segment information presented.

c) Foreign currency transactions

- i) Functional and presentation currency: Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian

National rupee (₹), which is the Company's functional and presentation currency.

- ii) Transactions and balances: Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Exchange differences arising from foreign currency fluctuations are dealt with on the date of payment/receipt. Assets and Liabilities related to foreign currency transactions remaining unsettled at the end of the period/year are translated at the period/ year end rate. The exchange difference is credited / charged to Profit & Loss Account in case of revenue items and capital items.

Forward exchange contracts entered into, to hedge foreign currency risk of an existing asset/ liability. The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

d) Revenue Recognition

The company recognizes revenue in accordance with Ind- AS 115. Revenue is recognized when a customer obtains control of goods or services and thus has the ability to direct the use and obtained the benefits of the goods or services. Any advance received against supply of the goods and services is recognized under the head current liabilities, sub head trade and other payable.

Ind -AS 115 was issued on March 28, 2018 and establishes a five step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under Ind AS.

e) Government grants

Grants from the government are recognized at fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs they are intended to compensate and presented within other income.

LLOYDS METALS AND ENERGY LIMITED

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit and loss on a straight line basis over the expected lives of the related assets and presented within other income.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

f) Income tax

Income tax expenses comprise current tax expense and the net changes in the deferred tax asset or liability during the year. Current & deferred taxes are recognized in the statement of Profit & Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current & deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

1) Current income tax

Income tax expense is the aggregate amount of Current tax. Current tax is the amount of income tax determined to be payable in respect of taxable income for an accounting period or computed on the basis of the provisions of Section 115JB of Income Tax Act, 1961 by way of minimum alternate tax at the prescribed percentage on the adjusted book profits of a year, when Income Tax Liability under the normal method of tax payable basis works out either a lower amount or nil amount compared to the tax liability u/s 115JA.

2) Deferred Tax

Deferred tax liabilities are recognized for all taxable temporary differences in accordance with Ind-AS 12. Deferred tax assets are recognized to the extent it is probable that taxable profit will be available, against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax asset is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rate that are expected to apply in the year when the assets are realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities. Refer Note 37.

g) Leases

The Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to Statement of profit and loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

h) Impairment of assets

Property plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverable amount of assets to be held and used is the higher of fair value less cost of disposal or value in use as envisaged in Ind-AS 36. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the recoverable value of the asset. Impairment loss is recognized in the statement of profit and loss except for properties previously revalued with revaluation taken to other comprehensive income. For such properties impairment loss is recognized in other comprehensive income up to the amount of any previous revaluation.

i) Inventories

The general practice adopted by the company for valuation of inventory is as under:-

i) Raw Materials	*At lower of cost and net realizable value.
ii) Stores and spares	At cost
iii) Work-in-process/ semi-finished goods	At material cost plus labour and other appropriate portion of production and administrative overheads and depreciation
iv) Finished Goods/ Traded Goods	At lower of cost and market value.

v) Finished Goods at the end of trial run	At net realizable value.
vi) Scrap material	At net realizable value.
vii) Tools and equipments	At lower of cost and disposable value.

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

j) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

k) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using effective interest method, less provision for impairment.

l) Investments and other financial assets

i. Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

ii. Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly

attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments:

The Company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent

LLOYDS METALS AND ENERGY LIMITED

reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in the other income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iii. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 33 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

iv. De-recognition of financial assets

Financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flow from the financial asset or
- retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

m) Income recognition

Interest income

Interest income from debt instruments is recognized using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount

of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instruments but does not consider the expected credit losses.

n) Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their nature. The costs of the Company are broadly categorized into material consumption, cost of trading goods, employee benefit expenses, depreciation and amortization, other operating expenses and finance cost. Employee benefit expenses include employee compensation, gratuity, leave encashment, contribution to various funds and staff welfare expenses. Other expenses broadly comprise manufacturing expenses, administrative expenses and selling and distribution expenses.

o) Derivatives

The derivative contracts to hedge risks which are not designated as hedges are accounted at fair value through profit or loss and are included in profit and loss account.

p) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

q) Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment loss, if any in accordance with Ind-AS 16. The Company reviews the fair value with sufficient frequency to ensure that the carrying amount does not differ materially from its fair value.

Cost excludes CENVAT credit, sales tax, service tax credit, Input credit under GST and such other levies / taxes. Depreciation on assets is claimed on such 'reduced' cost. All items of repairs and maintenance are recognized in the statement of profit and loss, except those meet the recognition principle as defined in Ind-AS 16 Any revaluation of an asset is recognized in other comprehensive income and shown as revaluation reserves in other equity.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation/Amortisation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line basis at the rates arrived at based on the useful lives prescribed in Schedule II of the Companies Act, 2013. The company follows the policy of charging depreciation on pro-rata basis on the assets acquired or disposed off during the year. Leasehold assets are amortized over the period of lease.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains or losses on disposal are determined by comparing proceeds with carrying amount.

r) Intangible assets**i) Recognition**

Intangible assets are recognized only when future economic benefits arising out of the assets flow to the enterprise and are amortized over their useful life. Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

ii) Amortization methods and periods

The Company amortizes intangible assets on a straight line method over their estimated useful life not exceeding 5 years. Software is amortized over a period of three years.

iii) Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all of intangible assets recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

s) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

t) Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is

probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instrument issued.

u) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as defined in Ind-AS 23 are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization. Any related foreign currency fluctuations on account of qualifying asset under construction is capitalized and added to the cost of asset concerned. Other borrowing costs are expensed as incurred.

v) Employee benefits**i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore

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measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations.

Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity; and
- (b) Defined contribution plans such as provident fund and superannuation fund.

Gratuity obligations

The liability or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

Defined contribution plans

The company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined

contribution plans and the contributions are recognized as employee benefit expense when they are due.

iv) Equity settled share-based payments

Equity-settled share based payments to employee are measured at the fair value (i.e. excess of fair value over the exercise price of the option) of the Employee Stock Options Plan at the grant date. The fair value of option at the grant date is calculated by Black- Scholes model. In case the options are granted to employees of the company, the fair value determined at the grant date is expensed on a straight line basis over the vesting period, based on the Company's estimate of options that will eventually vest, with a corresponding increase in equity.

v) Bonus plans

The Company recognizes a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

w) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

x) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

y) Earnings per share

i) **Basic earnings per share:** Basic earnings per share are calculated by dividing:

- The profit attributable to owners of the company.
- By the weighted average number of equity shares outstanding during the financial year.

ii) **Diluted earnings per share:** diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

z) Custom duty and its benefits

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

Customs duty entitlement eligible under pass book scheme / DEPB is accounted on accrual basis.

Accordingly, import duty benefits against exports effected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty free imports of raw material yet to be made.

(aa) The Treatment of expenditure during construction period

All expenditure and interest cost during the project construction period, are accumulated and shown as Capital Work-in- Progress until the project/assets commences commercial production. Assets under construction are not depreciated. Expenditure/Income arising out of trial run is part of pre-operative expenses included in Capital Work-in-Progress.

(ab) Fair value measurement

The Company reviews the fair value of Land with sufficient frequency to ensure that the carrying amount does not differ materially from its fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation techniques that are appropriate in circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant absorbable inputs and minimizing the use of un-absorbable inputs. External valuers are appointed for valuing land. The selection criteria for these valuers include market knowledge, reputation, independence and whether professional standards are maintained.

(ac) Amortization of expenses

Equity Issue expenses: Expenditure incurred in equity issue is being treated as Deferred and Revenue Expenditure to be amortized over a period of 10 years;

Debenture Issue Expenses: Debenture Issue expenditure is amortized over the period of 10 years.

Deferred Revenue Expenses: Deferred Revenue expenses are amortized over a period of 5 years.

(ad) Research and development expenses

Research and Development costs (other than cost of fixed assets acquired) are expensed in the year in which they are incurred.

(ae) Investment in Associates:

Investments in associates are recognized at cost. The company provides for any permanent diminution, if any, in value of such investment.

(af) Accounting for Provisions, Contingent Liabilities & Contingent Assets

In conformity with Ind-AS 37, 'Provisions, Contingent Liabilities and Contingent Assets', issued by the ICAI. A provision is recognized when the Company has a present obligation as a result of past event and it is probable than an

outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in financial statements.

(ag) Provision for doubtful debts

The management reviews on a periodical basis the outstanding debtors with a view to determine as to whether the debtors are good, bad or doubtful after taking into consideration all the relevant aspects. On the basis of such review and in pursuance of other prudent financial considerations the management determines the extent of provision to be made in the accounts.

(ah) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

3. Critical estimates and Judgments

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

Impairment of Investments

The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

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Note 4 : Property, Plant and Equipment

(₹ in Lakhs)

Particulars	Gross carrying amount			Accumulated depreciation/amortisation				Net carrying amount		
	As at 1 st April, 2018	Additions	Deletions	As at 31 st March 2019	As at 1 st April, 2018	For the Year	On disposals	As at 31 st March 2019	As at 31 st March 2019	As at 31 st March 2018
Owned Assets										
Land	363.94	-	-	363.94	-	-	-	-	363.94	363.94
Factory Building & Site Development	2,421.84	-	-	2,421.84	1,032.87	83.96	-	1,116.83	1,305.01	1,388.97
Residential Building: Housing Complex	784.09	-	-	784.09	358.01	36.62	-	394.63	389.46	426.08
Plant and Machinery	40,209.45	2,531.73	-	42,741.18	23,516.61	853.31	-	24,369.92	18,371.26	16,692.84
Plant and Machinery- Power	19,820.00	176.00	-	19,996.00	4,640.80	459.89	-	5,100.69	14,895.31	15,179.20
Furniture & Fixture	217.41	2.41	-	219.82	76.44	18.14	-	94.58	125.24	140.97
Motor Vehicles	510.83	29.95	322.83	217.95	91.31	51.18	75.21	67.28	150.67	419.52
Office Equipments	113.21	7.55	-	120.76	76.89	2.44	-	79.33	41.43	36.32
Computers	142.54	1.93	-	144.47	135.46	2.28	-	137.74	6.73	7.08
Assets Taken on Lease										
Leasehold Land	168.60	-	-	168.60	-	-	-	-	168.60	168.60
Total - Property, Plant and Equipment	64,751.91	2,749.57	322.83	67,178.65	29,928.39	1,507.82	75.21	31,361.00	35,817.65	34,823.52

Refer Note 35 for charge created on Property, Plant and Equipments.

Note 5 : Investments- Non Current

(₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Investments in Equity Instruments (unquoted - fully paid up)		
i) Shine Trade & Properties Developers Private Limited (Previously known as Gadchiroli Metals & Minerals Ltd.) 19,000 Equity Shares of ₹ 10/- Each (Previous Year 19,000 Equity Shares of ₹ 10 Each)	1.90	1.90
ii) Vimala Infrastructure Private Limited 12,500 Equity Shares of ₹ 10/- Each (Previous Year 12,500 Equity Shares of ₹ 10 Each)	1.25	1.25
iii) Punjab & Maharashtra Co-op. Bank Limited 40,000 Equity Shares of ₹ 25/- Each (Previous Year 40,000 Equity Shares of ₹ 25/- Each)	10.00	10.00
Total Investment in Equity Shares	13.15	13.15
Less: Provision for Diminution of value of Investments	-	-
Aggregate amount of unquoted investments	13.15	13.15

Note 6 : Other Non-Current Assets

(₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured, Considered Good		
Capital Advances	-	3,794.32
Other than Capital Advances		
Security Deposits	62.79	57.50
Total Other Non - Current Assets	62.79	3,851.82

Note 7 : Inventories

(₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Raw Materials	1,257.04	1,122.77
(b) Work-in-Progress	65.43	63.09
(c) Finished Goods	1,039.77	1,409.37
(d) Stores and Spares	1,083.64	955.34
(e) Saleable Scrap & By products	3,028.50	2,345.57
(f) Intangible Inventory - Energy Saving certificate	836.88	836.88
(g) Intangible Inventory - Certified Emission Reduction (CER's)	52.83	52.83
Total - Inventories	7,364.09	6,785.85

For valuation of inventories Refer Note 2(i) of standard Accounting policy and for hypothecation and charges refer Note No.15(i)(a) of Notes to Account.

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Note 8 : (i) Trade Receivables - Current (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unsecured		
Considered Good	2,309.97	1,504.41
Significant increase in Credit Risk	-	54.92
Less : Allowances for bad and doubtful	-	5.50
Total - Trade Receivables	2,309.97	1,553.83

Note 8 : (ii) Cash and Cash Equivalents (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Cash and Cash Equivalents		
Cash in hand	5.50	7.47
Balances with banks In Current Accounts	14.26	28.55
Total - Cash and Cash Equivalents	19.76	36.02

Note 8 : (iii) Other Balances with Banks (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Other Bank Balances		
Balances held as Margin money in the form of FDR*	817.73	661.27
Margin money against bill discounting	7.68	16.13
Total - Other Balances with Banks	825.41	677.40

Note 10 : Equity Share Capital (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
AUTHORIZED		
Equity Shares:		
75,00,00,000 Equity Shares of ₹ 1/- Each (Previous year 75,00,00,000 Equity Shares of ₹ 1/- each)	7,500.00	7,500.00
Preference Shares :		
2,50,00,000 Preference Shares of ₹ 10/- each (Previous year 2,50,00,000 Preference Shares of ₹ 10/- each)	2,500.00	2,500.00
Total	10,000.00	10,000.00
ISSUED, SUBSCRIBED & PAID-UP CAPITAL		
22,25,82,580 Equity Shares of ₹ 1/- each (Previous year 22,25,82,580 Equity Shares of ₹ 1/- each)	2,225.83	2,225.83
Add: Shares forfeited - 3,97,875 Equity Shares of ₹ 10/- each (Amount originally paid-up)	17.22	17.22
Total - Equity Share Capital	2,243.05	2,243.05

(A) Movement in Equity Share Capital:

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Numbers of Shares	Amount in Lakhs	Numbers of Shares	Amount in Lakhs
At the beginning of the year	22,25,82,580	2,225.83	22,25,82,580	2,225.83
Movement during the year	-	-	-	-
Issued during the year	-	-	-	-
Outstanding at the end of the year	22,25,82,580	2,225.83	22,25,82,580	2,225.83

*Held against various Bank Guarantees and letter of credit facilities.

Note 8 : (iv) Other Financial Assets -Current (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Advance to Suppliers	1,162.26	1,518.66
Total - Other Financial Assets	1,162.26	1,518.66

Note 8 : (v) Prepayments (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Prepaid Expenses	107.29	119.22
Total - Prepayments	107.29	119.22

Note 9 : Other Current Assets (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Other than Capital Advance		
i) Interest Receivable	16.82	25.55
ii) Balance Receivable from Govt. Authorities	7,721.43	3,840.06
iii) Balance Receivable against NSC	4.05	4.05
iv) Advance to Others	24.01	63.65
Total - Other Current Assets	7,766.31	3,933.31

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(B) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 1/- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(C) The Company has not issued any share as fully paid up without payment being received in cash or as bonus shares nor any share has been bought back by the Company in last 5 years.

(D) Details of the shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	% holding	No. of Shares	% holding
Equity shares of ₹ 1/- each fully paid up				
ASP Technologies Private Ltd.	3,64,00,340	16.35	3,64,00,340	16.35
Triumph Trade & Properties Developers Private Ltd.	2,91,58,208	13.10	2,91,58,208	13.10
Shree Global Tradefin Ltd.	2,88,90,380	12.98	2,88,90,380	12.98
Lloyds Metals & Minerals Trading LLP	2,37,41,529	10.67	2,23,75,426	10.05
Sanjeev Garg	36,39,500	1.64	1,28,11,000	5.76

Note 11 : Other Equity

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Reserves and surplus		
(a) Capital Reserve	7,756.22	7,756.22
(b) Retained Earnings		
As per last Financial Statement	(1,541.60)	(3,245.02)
Add: Profit for the year	2,063.33	1,703.42
Closing Balance	521.73	(1,541.60)
(c) Other Comprehensive Income (OCI)		
As per last Financial Statement	(14.24)	8.12
Add: Movement in OCI (Net) during the year	25.70	(22.36)
Closing Balance	11.46	(14.24)
(d) Share Base Payment Reserve	292.89	-
Total - Other Equity	8,582.30	6,200.38

Note 12 : Borrowings - Non- current

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
Term Loan from Banks and Financial Institutions (Ref. Note 12(i)(a))	5,252.13	275.69
	5,252.13	275.69
Unsecured		
Deferral payment Loans (Sales Tax)	631.71	727.70
From Body corporates	2,377.96	-
Total -Non-Current Borrowings	8,261.80	1,003.39

Note No. 12(i)(a) : The term loans from Banks and financial institutions are secured by way of hypothecation on respective Plant & Machinery & motor vehicles. Refer Note 35.

Note 13 : Provisions - Long Term

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
Unfunded Gratuity Liability (Refer Note no. 27)	417.57	384.36
Unfunded Compensated Absences Liability	91.09	50.47
Total - Long Term Provisions	508.66	434.83

Note 14 : Other Non Current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Other Long Term Liabilities	30,494.70	36,300.51
Total - Other Non Current Liabilities	30,494.70	36,300.51

Note 15 : (i) Borrowings - Current

(₹ in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured:		
Working Capital Loans: From Bank		
Rupee Loans (Refer Note No. 15(i)(a))	267.09	1,914.79
Total - Short Term Borrowings	267.09	1,914.79

Note No. 15(i)(a): Working Capital Loans from Banks of ₹ 267.09 Lakhs (Previous Year ₹ 1,914.79 Lakhs) are primarily secured by hypothecation of present and future stock of raw materials, work-in-progress, finished goods, stores and spares (not relating to plant and machinery), book debts, outstanding monies, receivables, claims, bills, materials in transit, etc. and are also secured by way of collateral security in the form of mortgage of plot no. A-1 and A-2 admeasuring 40,000 sq.mtr. and 8,95,200 sq.mtr. respectively situated at Ghugus Industrial Area, village Ghugus, Dist. Chandrapur together with all building and structure thereon & all plant and machinery both present and future.

Note 15(ii) Trade Payables - Current (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Micro, Small and Medium Enterprises (Refer note no. 15(ii)(a))	-	-
Acceptances - Secured (Refer note no. 15(ii)(b))	3,492.79	3,413.72
Dues to creditors other than Micro, Small and Medium Enterprises	2,909.94	3,346.61
Total - Trade Payables	6,402.73	6,760.33

Note no. 15(ii)(a): There are no amounts outstanding to Micro, Small and Medium Enterprises as at March 31, 2019 and no amount were over due during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

Note no. 15(ii)(b): Inland letter of credit limits are primarily secured by hypothecation on all current assets of the company namely, Stock of raw materials, work-in-progress, finished goods, stores and spares, Bill receivable and book debts and all other moveable assets present and future and are also secured by way of collateral security in the form of Second Charge on all fixed assets of the company -all that piece & parcel of land or ground together with all building and structure thereon and all moveable plant and machinery both present and future.

Note 15 : (iii) Other Financial Liabilities - Current (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Current Maturities of long term debts (Refer note no. 12(i)(a))	721.92	32.29
Advances from Customers - from Others	6.26	141.80
Interest Accrued but not due	23.51	-
Total - Other Financial Liabilities	751.69	174.09

Note 16 : Provisions -Current (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Unfunded Gratuity & Compensated absences (Refer Note 27)	21.77	19.86
Others- Bonus & Expenses	806.05	203.98
Total - Provisions	827.82	223.84

Note 17 : Other Current Liabilities (₹ in Lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, TDS, GST etc.)	589.50	279.67
(b) Other payables	39.95	9.63
(c) Salaries and Wages payable	99.06	67.44
Total - Other Current Liabilities	728.51	356.74

Note 18 : Revenue From Operations (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Sale of Products		
Finished Goods	38,896.25	31,626.65
Power Sales	5,701.44	5,524.10
Traded Goods	896.60	3,075.66
Other Operating Revenues	1,787.43	1,241.49
Total - Revenue from Operations	47,281.72	*41,467.90

(* Including Excise Duty of ₹ 1206.14 Lakhs)

Note 19 : Other Income (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Interest Income	52.46	52.97
Other Non-Operating Income	5.15	3.47
Profit on Sale of Asset	130.02	140.81
IPS Refund	2,753.44	2,180.13
Dividend Income	1.10	-
Sundry Balance Written back	142.03	90.96
Total - Other Income	3,084.20	2,468.34

Note 20 : Cost of Materials Consumed (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
(a) Iron Ore/Pellet	21,026.56	16,004.90
(b) Coal	16,611.06	14,142.93
(c) Dolomite	206.01	187.73
Total - Cost of Material Consumed	37,843.63	30,335.56

Note 21 : Purchase of Traded Goods (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Purchase of Traded goods		
Purchases - Domestic	895.23	3,070.61
Total -Purchase of Traded Goods	895.23	3,070.61

Note 22 : Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-Progress (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
(a) Opening inventory:		
(i) Finished Goods	1,409.37	2,197.21
(ii) Saleable Scrap & By products	2,345.56	875.70
(iii) Work-in-Process	63.09	45.74
(iv) Traded Goods	889.71	889.71
Total (a)	4,707.73	4,008.36
(b) Closing inventory:		
(i) Finished Goods	1,039.77	1,409.37
(ii) Saleable Scrap & By products	3,028.50	2,345.56
(iii) Work-in-Process	65.42	63.09
(iv) Traded Goods	889.71	889.71
Total (b)	5,023.40	4,707.73
Total (a-b)	(315.67)	(699.37)

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Note 23 : Employees Benefits Expenses (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Salaries and Wages	1,518.42	1,316.11
Contributions to Provident and other Funds	119.56	106.95
Expense on Employee Stock Option Scheme (ESOP) (Refer Note No.34)	296.18	-
Staff Welfare Expenses (Refer Note No. 23(a))	55.81	66.43
Gratuity & Leave Encashment Expenses (Refer Note No. 27)	119.98	56.41
Remuneration to Managing Director	63.56	63.56
Total - Employee Benefit Expenses	2,173.51	1,609.46

Note 23 : (a) Corporate Social Responsibility (CSR) Expenditure (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Amount required to be spent as per Section 135 of the Act	-	-
Amount spent during the year on :		
1) Construction/ acquisition of any assets	-	-
2) On purposes other than (1) above	-	21.52
Total - Corporate Social Responsibility (CSR) Expenditure	-	21.52

Note 24 : Finance Cost (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Interest Expense:		
(i) Fixed Loans	374.22	162.00
(ii) Others	328.10	109.88
Finance Charges :		
(i) Bill Discounting Charges	320.52	735.80
(ii) Bank Charges & Commission	65.88	33.70
Total - Finance Cost	1,088.72	1,041.38

Note 25 : Depreciation and Amortisation Expenses (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Depreciation (Refer Note No. 4)	1,507.82	1,368.01
Total -Depreciation and Amortisation Expenses	1,507.82	1,368.01

Note 26 : Other Expenses (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Power Consumption	124.98	81.04
Fuel Consumption	46.19	43.82
Water Charges	91.19	33.57
Stores & Spares Consumed	615.41	480.66
Repairs & Maintenance to Plant	172.65	154.63
Other Manufacturing Expenses	1,369.55	1,291.99
Local Freight	1,440.50	988.80
Selling Expenses	247.80	195.54
Packing Material Consumed	-	0.50
Provision for Bad & Doubtful Debts	99.89	2.75
Insurance	34.71	46.30
Travelling & Conveyance	210.29	247.27
Rent, Rates & Taxes	181.22	143.00
Legal, Professional & Consultancy Charges	99.94	183.20
Repairs & Maintenance to Building	16.66	5.01
Repairs & Maintenance to Others	55.11	49.15
Other Expenses	242.38	329.15
Sundry Balance Written Off	1.47	18.86
Payment to Auditors (Refer Note 26(a))	4.30	4.47
Corporate Social Responsibility (CSR) Expenditure (Refer Note 26(b))	45.81	-
Director Sitting Fees	1.10	1.04
Loss on Sale of Fixed Assets	8.20	0.29
Total - Other Expenses	5,109.35	4,301.04

Note 26(a) Payment to Auditor (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
(a) To statutory auditors		
-Statutory Audit Fees	2.75	2.75
-Tax Audit & Certifications	0.75	0.75
-Expenses Reimbursed	0.10	0.27
(b) To others		
-Cost Audit fees	0.30	0.30
-Secretarial Audit fees	0.40	0.40
Total - Payment to auditor	4.30	4.47

Note 26(b) Corporate Social Responsibility (CSR) Expenditure (₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
Amount required to be spent as per Section 135 of the Act	15.55	-
Amount spent during the year on :		
1) Construction/ acquisition of any assets	-	-
2) On purposes other than (1) above	45.81	-
Total - Corporate Social Responsibility (CSR) Expenditure	45.81	-

27. Disclosure as required by the Ind AS -19 “Employees Benefit” is given below:

Defined benefit plan: The Company operates one defined benefit plan, viz., gratuity benefit, for its employees. The Gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. The company does not have any fund for gratuity liability and the same is accounted for as provision.

Under the other long term employee benefit plan, the company extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement / separation or during tenure of service. The Plan is not funded by the company.

The details of defined benefit obligations are as under:

(₹ in Lakhs)

Sr. No.	Particulars	Gratuity	
		31 st March, 2019	31 st March, 2018
1.	Obligation as at beginning of the year	404.22	332.75
2.	Current service cost	43.09	40.62
3.	Interest cost	31.12	24.96
4.	Liabilities transferred	3.17	-
5.	Benefits paid	(18.73)	(16.47)
6.	Remeasurements	(25.70)	22.36
7.	Obligation as at Close of the year	437.17	404.22
8.	Current portion	19.60	19.86
9.	Non-current portion	417.57	384.36
	Total	437.17	404.22

(₹ in Lakhs)

Sr. No.	Particulars	Gratuity	
		31 st March, 2019	31 st March, 2018
1.	Current service cost	43.09	40.62
2.	Interest cost	31.12	24.96
	Total	74.21	65.58

Amount recognized in other comprehensive income:

(₹ in Lakhs)

Sr. No.	Particulars	Gratuity	
		31 st March, 2019	31 st March, 2018
1.	Remeasurements	(25.70)	22.36
	Total	(25.70)	22.36

Due to its defined benefit plans, the Company is exposed to the following significant risks:

Changes in bond yields - A decrease in bond yields will increase plan liability.

Salary risk - The present value of the defined benefit plans liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Existing assumptions:

Sr. No.	Particulars	Gratuity	
		31 st March, 2019	31 st March, 2018
1.	Discount rate	7.70%	7.75%
2.	Rate of salary increase	8.50%	8.00%
3.	Withdrawal rate	1.00%	1.00%
4.	Mortality rate	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)
5.	Retirement age	62 years	62 years

Note: The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

The impact of sensitivity due to changes in the significant actuarial assumptions on the defined benefit obligations is given in the table below:

(₹ in Lakhs)

Particulars	Change in assumption	Gratuity	
		31 st March, 2019	31 st March, 2018
Discount Rate	+1%	391.87	355.48
	-1%	490.30	462.41
Salary Growth Rate	+1%	489.36	461.39
	-1%	391.80	355.37

The above sensitivity analysis is determined based on a method that extrapolates the impact on the net defined benefit obligations, as a result of reasonable possible changes in the significant actuarial assumptions. Further, the above sensitivity analysis is based on a reasonably possible change in a particular under-lying actuarial assumption, while assuming all other assumptions to be constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

The table below summarizes the maturity profile and duration of the gratuity liability:

(₹ in Lakhs)

Particulars	Gratuity	
	31 st March, 2019	31 st March, 2018
Within one year	19.60	15.00
Within one-three years	32.43	14.26
Within three-five years	29.41	28.89
Above five years	355.73	346.07
Weighted average duration (in years)	13.34 years	5 years

LLOYDS METALS AND ENERGY LIMITED

28. Financial instrument and risk management

Fair values

- The carrying amounts of trade payables, other financial liabilities (current), borrowings (current), trade receivables, cash and cash equivalents, other bank balances and loans are considered to be the same as fair value due to their short term nature.
- Borrowings (non-current) consists of loans from banks and government authorities, other financial liabilities (non-current) consists of interest accrued but not due on deposits other financial assets consists of employee advances where the fair value is considered based on the discounted cash flow.
- The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

(₹ in Lakhs)

Particulars	At amortized Cost		At Fair value through Profit & Loss		Designated at fair value through OCI	
	As at 31 st March, 2019		As at 31 st March, 2019		As at 31 st March, 2019	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets						
Non-current						
i) Investments	-	-	-	-	13.15	13.15
Current						
i) Trade Receivables	2,309.97	2,309.97	-	-	-	-
ii) Cash and Cash Equivalent	19.76	19.76	-	-	-	-
iii) Bank Balances Other than (ii)above	825.41	825.41	-	-	-	-
iv) Other Financial Assets	1,162.26	1,162.26	-	-	-	-
v) Prepayments	107.29	107.29	-	-	-	-
Total Financial assets	4,424.69	4,424.69	-	-	13.15	13.15
Financial Liabilities						
Non-current						
i) Borrowings	8,261.80	8,261.80	-	-	-	-
Current						
i) Borrowings	267.09	267.09	-	-	-	-
ii) Trade Payables	6,402.73	6,402.73	-	-	-	-
iii) Other Financial Liabilities	751.69	751.69	-	-	-	-
Total Financial liabilities	15,683.31	15,683.31	-	-	-	-

29. Financial risk and capital risk management

1) Financial Risk

The business activities of the Company expose it to a variety of financial risks, namely market risks (that is, foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Company's risk management strategies focus on the un-predictability of these elements and seek to minimize the potential adverse effects on its financial performance.

The financial risk management for the Company is driven by the Company's senior management and internal/ external experts subject to necessary supervision.

The Company does not undertake any speculative transactions either through derivatives or otherwise. The senior management is accountable to the Board of Directors and Audit Committee. They ensure that the Company's financial risk-taking activities are governed by appropriate financial risk governance frame work, policies and procedures. The Board of Directors periodically reviews the exposures to financial risks, and the measures taken for risk mitigation and the results thereof.

2) Foreign currency Risk

Foreign exchange risk arises on all recognised monetary assets and liabilities and on highly probable forecasted transactions which are denominated in a currency other than the functional currency of the Company. The Company does not have any foreign currency trade payables and receivables.

The foreign exchange risk management policy of the Company requires it to manage the foreign exchange risk by transacting as far as possible in the functional currency.

No Forward contracts were entered into by the company either during the year or previous years since the company has very minimum exposure to foreign currency risk.

i. Price risk

The company uses surplus fund in operations and for further growth of the company. Hence, there is no price risk associated with such activity.

ii. Credit risk

Credit risk refers to the risk of default on its obligation by the counter-party the risk of deterioration of creditworthiness of the counter-party as well as concentration risks of financial assets, and thereby exposing the Company to potential financial losses. The Company is exposed to credit risk mainly with respect to trade receivables.

Trade receivables

The Trade receivables of the Company are typically non interest bearing un-secured. As there is no independent credit rating of the customers available with the Company, the

management reviews the credit-worthiness of its customers based on their financial position, past experience and other factors. The credit risk related to the trade receivables is managed / mitigated by concerned team based on the Company's established policy and procedures and by setting appropriate payment terms and credit period. The credit period provided by the Company to its customers depend upon the contractual terms with the customers.

The ageing analysis of trade receivables as at the reporting date is as follows:

(₹ in Lakhs)

Particulars	Less than six months	More than six months
Trade Receivables as at March 31, 2019	2,185.95	124.02
Trade Receivables as at March 31, 2018	1,504.41	49.42

The Company performs on-going credit evaluations of its customers' financial condition and monitors the credit-worthiness of its customers to which it grants credit in its ordinary course of business. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount due or there are some disputes which in the opinion of the management is not in the Company's favour. Where the financial asset has been written-off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit and loss.

iii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accordingly, as a prudent liquidity risk management measure, the Company closely monitors its liquidity position and deploys a robust cash management system.

Based on past performance and current expectations, the Company believes that the Cash and cash equivalents and cash generated from operations will satisfy its working capital needs, capital expenditure, investment requirements, commitments and other liquidity requirements associated with its existing operations, through at least the next twelve months.

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The table below summaries the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:-

(₹ in Lakhs)

Particulars	As at March 31, 2019	
	Less than six months	More than six months
Trade payables	6,007.75	394.98
Other financial liabilities	440.95	310.74
Total Financial liabilities	6,448.70	705.72

Particulars	As at March 31, 2018	
	Less than six months	More than six months
Trade payables	6,421.87	338.46
Other financial liabilities	166.40	7.69
Total Financial liabilities	6,588.27	346.15

3) Capital Risk

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and/ or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital. However, the key objective of the Company's capital management is to, ensure that it maintains a stable capital structure with the focus on total equity, uphold investor; creditor and customer confidence, and ensure future development of its business activities. In order to maintain or adjust the capital structure, the Company may issue new shares, declare dividends, return capital to shareholders, etc.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

30. Capital Management

Capital management and Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

(₹ in Lakhs)

Particulars	31 st March, 2019	31 st March, 2018
Borrowing		
Current	267.09	1,914.79
Non-Current	8,261.80	1,003.39
Total Debts	8,528.89	2,918.18
Cash and Marketable Securities	19.76	36.02
Net Debts	8,509.13	2,882.16
Equity		
Equity Share capital	2,243.05	2,243.05
Other Equity	8,582.30	6,200.38
Total capital	10,825.35	8,443.43
Gearing ratio in % (Net Debts/capital)	78.60%	34.13%

31. Related party transactions under Ind AS -24**Names of related parties and nature of relationships:**

Names of the related parties	Nature of relationship
Mr. Babulal Agarwal	Managing Director
Mr. Mukesh Gupta	Chairman & Non-Executive Director
Mr. Rajesh Gupta	Non-Executive Director
Mr. Shantanu Mohapatra	Independent Director
Mr. Devidas Kambale	Independent Director
Mr. Jagannath Dange	Independent Director
Dr. Balram Singh	Independent Director
Mrs. Bhagyam Ramani	Independent Director
Mr. Riyaz Shaikh	CFO
Mr. Nitesh Tanwar	Company Secretary & Compliance Officer

Details of transactions during the year where related party relationship existed:

Names of the related parties	Nature of Transactions	Year ended 31st March 2019	Year ended 31st March 2018
Mr. Babulal Agarwal	Remuneration	65,00,004	65,00,004
Mr. Riyaz Shaikh	Remuneration	35,08,825	22,82,156
Mr. Nitesh Tanwar	Remuneration	8,46,839	7,31,986
Mr. Mukesh Gupta	Sitting Fees	22,000	22,000
Mr. Rajesh Gupta	Sitting Fees	8,000	8,000
Mr. Shantanu Mohapatra	Sitting Fees	12,000	12,000
Mr. Devidas Kambale	Sitting Fees	24,000	20,000
Mr. Jagannath Dange	Sitting Fees	10,000	12,000
Dr. Balram Singh	Sitting Fees	24,000	20,000
Mrs. Bhagyam Ramani	Sitting Fees	10,000	10,000
M/s. Trofi Chain Factory Pvt. Ltd.	Expenses	23,28,632	-

1. Key Managerial Personnel are under the employment of Company are entitled to post employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above. Further re-imburement of expenses to KMP are not included above.
2. Director's remuneration for the year 2018-2019 is as per limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.
3. All related party contracts / arrangements have been entered in ordinary course of business and are approved by the board of directors.

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32. Earnings per share (EPS)

Particulars			2018-2019	2017-2018
Weighted average number of equity share for basic EPS	(A)	Nos	22,25,82,580	22,25,82,580
Add : Potential equity shares (ESOP)		Nos	7,33,947	0.00
Weighted average number of equity shares for diluted EPS	(B)	Nos	22,33,16,527	22,25,82,580
Face value of equity share (fully paid)		₹	1	1
Profit attributable to equity shareholders for Basic & Diluted EPS	(C)	₹ Lakhs	2,063.33	1,703.41
Earnings per equity share				
Basic	(C/A)	₹	0.93	0.77
Diluted	(C/B)	₹	0.93	0.77

33. Contingent Liability

(₹ in Lakhs)

Sr. No.	Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a)	Letter of Credit/Guarantees issued by Banks	880.84	769.35
(b)	Disputed claims of Excise	589.66	589.66
(c)	Claims against the Company not acknowledged as Debts	149.46	184.30

34. Share Based Payments Plans (ESOP)

The Company introduced “LLOYDS METALS AND ENERGY LIMITED ESOP – 2017” which covers the eligible employees of the Company and its subsidiaries. The options granted under Plan shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee subject to maximum period of 5 (Five) years.

Details of “LLOYDS METALS AND ENERGY LIMITED ESOP – 2017”

Date of Grant	Options granted	Weighted average fair value of options	Exercise Price
20-Sep-2018	63,61,640	₹ 13.39	₹ 4.00
31-Jan-2019	3,05,000	₹ 10.61	₹ 4.00

The fair value of the options was estimated on the date of grant using the Black Scholes Model with the following assumptions:

Grant date	Vest date	Historical Volatility	Average life of the options (in Years)	Risk-free interest rate	Dividend Yield
20-Sep-2018	20-Sep-2019	64.49%	2.50 Years	8.02%	0.00%
20-Sep-2018	20-Sep-2020	71.77%	3.50 Years	8.08%	0.00%
20-Sep-2018	20-Sep-2021	72.44%	4.50 Years	8.09%	0.00%
20-Sep-2018	20-Sep-2022	73.77%	5.50 Years	8.12%	0.00%
31-Jan-2019	20-Sep-2020	66.72%	3.14 Years	6.98%	0.00%
31-Jan-2019	20-Sep-2021	70.13%	4.14 Years	7.18%	0.00%
31-Jan-2019	20-Sep-2022	70.54%	5.14 Years	7.22%	0.00%

The information covering stock options is as follows:-

Particulars	ESOP 2017
Outstanding at the beginning of the year	-
Granted	66,66,640
Forfeited /Lapsed	4,00,000
Exercised	-
Outstanding at the end of the year	62,66,640
Exercisable at the end of the year	-

Since equity shares are listed hence for the purpose of calculating volatility, volatility of shares based on the expected life is considered.

Total expenses arising from share-based payment transactions recognized in profit or loss as part of employee benefit expense were as follows:-

(₹ in Lakhs)

Particulars	2018 - 19	2017 - 18
SBP Expenses Compensation Cost	292.89	-
SBP ESOP Expenses	3.29	-
Total employee share-based payment expense	296.18	-

35. Borrowing – Non Current

(₹ in Lakhs)

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Non Current	*Current Maturities	Non Current	*Current Maturities
i) Secured- At Amortised Cost				
Term Loans from Banks				
(a) Kotak Mahindra Bank Ltd.	3,150.00	700.00	-	-
(b) Citizencredit Co-operative Bank Ltd.	2,010.40	-	-	-
Other Bank Loan for Vehicles	91.73	21.92	275.69	32.29
ii) Unsecured- At Amortised Cost				
Deferred payment Liabilities				
(a) Sales Tax Deferral	631.71	-	727.70	-
Loan from Body Corporate				
(a) Lloyds Steels Industries Ltd.	375.00	-	-	-
(b) Indrajit Properties Pvt. Ltd.	2,002.96	-	-	-
Total	8,261.80	721.92	1,003.39	32.29

(*Amount disclosed under Current Maturities (Refer Note 15(iii))

Security

- The loans mentioned in (i)(a) is subservient charge after existing charge of Punjab & Maharashtra Co-operative Bank Ltd and Citizencredit Co-operative Bank Ltd. on immovable & moveable assets of the company excluding assets under exclusive charge.
- The loans mentioned in (i)(b) have been Exclusive charge on moveable assets finance for mining project and pari passu charge on the existing moveable assets.

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Terms of Repayment

(₹ in Lakhs)

Particulars	Amount outstanding as at 31 st March 2019	F.Y. 19-20	F.Y. 20-21	F.Y. 21-22	F.Y. 22-23	F.Y. 23-24	F.Y. 24-25	F.Y. 25 Onwards
i) Secured- At Amortised Cost								
Term Loans from Banks								
(a) Kotak Mahindra Bank Ltd.	3,850.00	700.00	1,050.00	1,200.00	900.00	-	-	-
(b) Citizencredit Co-operative Bank Ltd.	2,010.40	-	91.25	365.00	365.00	365.00	365.00	1,368.75
Other Bank Loan for Vehicles	113.65	21.92	22.64	24.74	20.78	12.45	11.12	-
ii) Unsecured- At Amortised Cost								
Deferred payment Liabilities								
(a) Sales Tax Deferral (Refer Note 5 Below)	631.71	294.55	195.73	141.43	-	-	-	-
Loan from Body Corporate								
(a) Lloyds Steels Industries Ltd.	375.00	-	375.00	-	-	-	-	-
(b) Indrajit Properties Pvt. Ltd.	2,002.96	70.34	65.72	72.59	80.67	89.29	99.96	1,524.39
Total	8,983.72	1,086.81	1,800.34	1,803.76	1,366.45	466.74	476.08	2,893.14

Notes:-

- Kotak Mahindra Bank Ltd. is repaid in 48 months installments which is starting from month of first disbursement of Term Loan. Principal repayment pattern is 1st Year-15%, 2nd Year -25%, 3rd Year-30% & 4th Year-30%.
- Citizencredit Co-operative Bank Ltd. has sanctioned amount of ₹ 2,920.00 Lakhs, out of which ₹ 2,010.40 Lakhs disbursed as on 31.03.2019. Repayment of the loan is in 96 equal months installments to commence after a moratorium period of 24 months from the date of first disbursements. Total tenure will be 120 months. Year wise repayment considered on full sanctioned amount.
- The rate of interest for vehicles loan from banks range from 7% to 8% and rate of interest for term loans from others is 8.50% & 10.50%
- The rate of interest from corporate party range between 12% to 14%.
- Sales Tax Deferral is repayable from April-2016 and repayable in full by April-2021.

36. Segment reporting under Ind AS – 108

Disclosures as required by the Ind AS - 108 on "Segment Reporting" are given below:

For management purposes, the Company is organized into business units based on its services and has two reportable segments, as follows:

- The Sponge Iron segment which includes production and manufacturing of Sponge Iron.
- The Power segment which includes generation of power.

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(₹ in Lakhs)

Sr. No.	Particulars	31 st March, 2019			31 st March, 2018		
		Sponge Iron	Power	Consolidated	Sponge Iron	Power	Consolidated
I)	Segment Revenue :						
	Sales :						
	External	44,664.48	6,630.26	51,294.74	38,412.14	6,383.31	44,795.45
	Less : Inter division transfer	-	928.82	928.82	-	859.21	859.21
	Total	44,664.48	5,701.44	50,365.92	38,412.14	5,524.10	43,936.24
II)	Segment Result :						
	Operating Net Profit	245.76	3,934.47	4,180.23	(1,447.82)	5,078.46	3,630.64
	Common Expenses (Net)			(1,028.18)			(885.85)
	Interest			(1,088.72)			(1,041.38)
	Exceptional Items			-			-
	Profit before tax			2,063.33			1,703.41
III)	Segment Assets :	41,886.82	16,336.34	58,223.16	38,696.91	16,845.10	55,542.01
	Common Assets			845.19			69.94
	Total	41,886.82	16,336.34	59,068.35	38,678.71	16,845.10	55,611.95
IV)	Segment Liabilities :	7,597.29	574.38	8,171.67	6,354.86	2,942.52	9,297.38
	Common Liabilities			806.17			132.41
	Total	7,597.29	574.38	8,977.84	6,354.86	2,942.52	9,429.79
V)	Capital Employed (including goodwill) Segment Assets – Segment Liabilities	34,289.53	15,761.96	50,051.49	32,342.05	13,902.58	46,244.63
	Common Assets/Liabilities			39.02			(62.47)
	Total	34,289.53	15,761.96	50,090.51	32,342.05	13,902.58	46,182.16

37. a) The Company does not envisage any liability for income tax for the current year in absences of any taxable income.
- b) Disclosure as required by Ind AS-12 “accounting for taxes on income” are given below:-
In the event of carry forward losses and unabsorbed depreciation no Deferred Tax liability has been created for the financial year ending 31.03.2019. The deferred tax asset has not been recognized as there is no probable certainty of sufficient future taxable income available against which this deferred tax assets can be realized.

38. Approval of Financial Statements

The financial statements were approved by the board of directors on April 25th 2019.

As per our Report of Even Date

For VSS & ASSOCIATES

Chartered Accountants

Firm Registration No 105787W

Sd/-

Sanjay Jain

Partner

Membership No 46565

Place : Mumbai

Date : 25th April, 2019

**For and on behalf of the Board of Directors of
Lloyds Metals And Energy Limited**

Sd/-

Babul Agarwal

Managing Director

DIN: 00029389

Sd/-

Riyaz Shaikh

Chief Financial Officer

Sd/-

Mukesh Gupta

Chairman

DIN: 00028347

Sd/-

Nitesh Tanwar

Company Secretary

Membership No.-ACS-28498



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. 6291 8111. Fax No. 6291 8260

CIN : L40300MH1977PLC019594 **Website :** www.lloyds.in

Dear Shareholder,

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

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

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

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

- By registering with your Depository Participant ("DP") in case the Company's shares are held in demat form.
- By sending an e-mail to Bigshare Services Private Limited, Registrar and Share Transfer Agent ("RTA") at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400072.
- By returning the duly filled in form to the RTA, in case the Company's shares are held in physical form.

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

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

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

Best Regards,

For Lloyds Metals and Energy Limited

Sd/-

Nitesh Tanwar

Company Secretary

ACS - 28498

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E-COMMUNICATION REGISTRATION FORM

To,

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East,

Mumbai 400059.

Date:

UNIT – LLOYDS METALS AND ENERGY LIMITED

Dear Sir,

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

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

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

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



Lloyds Metals and Energy Limited

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Corporate Office : Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. Tel. No. 6291 8111. Fax No. 6291 8260

CIN : L40300MH1977PLC019594 Website : www.lloyds.in

Form No. MGT-11

Proxy Form

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

CIN: L40300MH1977PLC019594

Name of the Company : Lloyds Metals and Energy Limited
Registered Office : Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442 505, Maharashtra.

Name of the member(s):
Registered Address:
E-mail Id:
Folio No./Client Id:
DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

LLOYDS METALS AND ENERGY LIMITED

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on the Wednesday, 24th day of July, 2019, at 12:30 p.m. at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442505, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

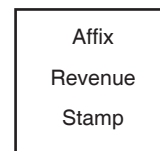
** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No	RESOLUTIONS	For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019 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 appoint a Director in place of Mr. Mukesh Gupta (DIN: 00028347), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of Re-appointment of M/s VSS & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 105787W) as the Statutory Auditors of the Company.		
4.	Ratification of Remuneration of Cost Auditors of the Company.		
5.	Re-appointment of Mr. Jagannath Dange as an Independent Non-Executive Director.		
6.	Re-appointment of Mr. Devidas Kambale as an Independent Non-Executive Director.		
7.	Re-appointment of Dr. Balram Singh as an Independent Non-Executive Director.		
8.	Re-appointment of Mrs. Bhagyam Ramani as an Independent Non-Executive Director.		
9.	Continuation of existing term of Mr. Shantanu Mohapatra, Independent Director of the Company upto 28th December, 2019.		

Signed this..... day of 2019

Signature of Shareholder(s)

Signature of Proxy holder(s)



Notes:

- 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.**
- A Proxy need not be a member of the Company.**
- 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.**
- ** 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.**
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**



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CIN : L40300MH1977PLC019594 **Website :** www.lloyds.in

42nd 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 42nd Annual General Meeting of the Company held at Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442505, Maharashtra on **Wednesday, 24th July, 2019 at 12.30 p.m.**

Full Name of Member (in BLOCK LETTERS) _____

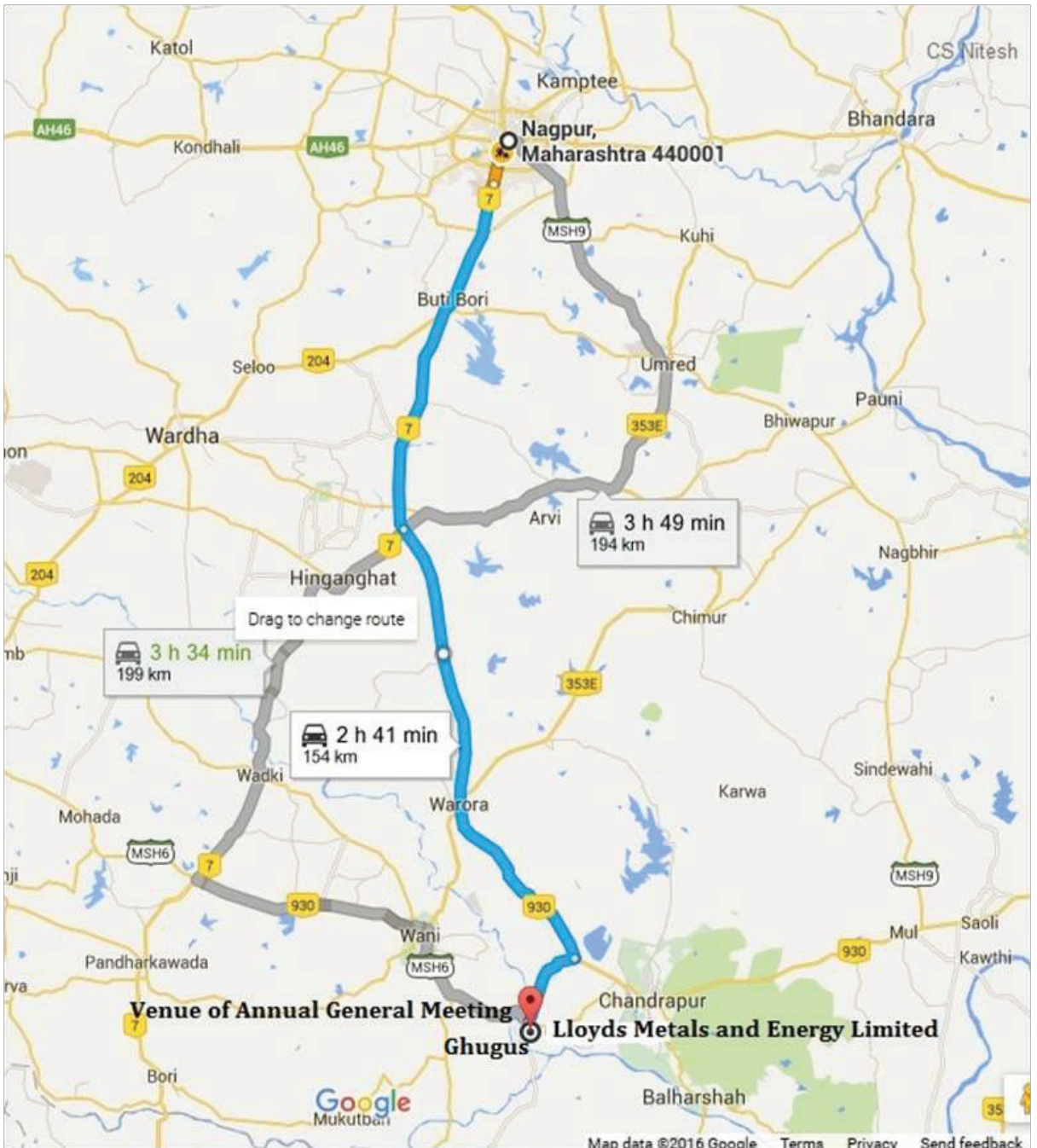
Name of the Proxy (in BLOCK LETTERS) _____

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

Member's/Proxy's Signature _____

* Applicable for investors holding shares in electronic form.

Route Map: Nagpur, Maharashtra to Lloyds Metals and Energy Limited, Plot No. A-1/2, MIDC Area, Ghugus, Dist. Chandrapur – 442 505.



BY COURIER

If undelivered please return to :
BIGSHARE SERVICES PRIVATE LIMITED
(Unit : Lloyds Metals and Energy Ltd.)

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (E), Mumbai - 400059.
Phone : 022-6263 8200
Fax : 022-6263 8299