



## Lloyds Metals and Energy Limited

Regd. Office: Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur - 442 505, Maharashtra. Tel. 07172 285099 /103/398 Fax: 07172 285003.  
Corporate Office : Trade World, "C" Wing, 16<sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Tel. No.: 3041 8111. Fax No. 30418260  
CIN : L40300MH1977PLC019594 Website : www.lloyds.in

LMEL/SEC/2018/MSE/20

07<sup>th</sup> April, 2018

To,  
The Secretary,  
Metropolitan Stock Exchange of India Limited ("MSEI")  
(Formerly Known as MCX Stock Exchange Limited)  
Vibgyor Towers, 4<sup>th</sup> Floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 098

Symbol: LLOYDSME  
Series: EQ

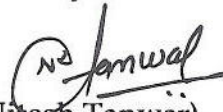
Dear Sir,

**Sub: Compliance Report on Corporate Governance for the quarter and year ended 31<sup>st</sup> March, 2018**

We attach herewith the quarterly compliance report on Corporate governance as filed with Bombay Stock Exchange under the provision of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in the format specified (Annexure I) for the fourth quarter and year ended 31<sup>st</sup> March, 2018.

You are kindly requested to take the same on your records.

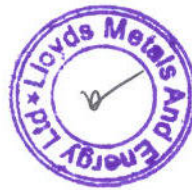
Thanking you,  
Yours faithfully,  
For Lloyds Metals and Energy Limited

  
(Nitesh Tanwar)  
Company Secretary  
M. No. ACS-28498





MSEI Symbol	
Scrip code	512455
NSE Symbol	
MSEI Symbol	LLOYDSME
ISIN	INE281B01032
Name of the entity	LLOYDS METALS AND ENERGY LTD.
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable



For Lloyds Metals and Energy Limited

*Nitesh Taiwar*  
Nitesh Taiwar  
Company Secretary

Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Is there any change in information of board of directors compare to previous quarter												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Babulal Agarwal	AAAPA6942R	00029389	Executive Director	Not Applicable	MD	01-01-2018			1	0	0		
2	Mr	Mukesh Gupta	AADPG1001A	00028347	Non-Executive - Non Independent Director	Chairperson		21-11-1991			1	1	1		
3	Mr	Rajesh Gupta	AKKPG7456N	00028379	Non-Executive - Non Independent Director	Not Applicable		21-11-1991			2	0	0		
4	Mr	Shantanu Mohapatra	AICPM0171C	00176836	Non-Executive - Independent Director	Not Applicable		29-12-2014		39	2	1	1		



Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Balram Singh	BDSPS9449F	02843001	Non-Executive - Independent Director	Not Applicable		29-12-2014		39	1	2	0		
6	Mr	Devidas Kambale	AAPPK3187P	00020656	Non-Executive - Independent Director	Not Applicable		30-07-2014		44	2	2	0		
7	Mr	Jagannath P Dange	AEAPD5412P	01569430	Non-Executive - Independent Director	Not Applicable		30-07-2014		44	4	2	1		
8	Mrs	Bhagyam Ramani	AGEPR8495C	00107097	Non-Executive - Independent Director	Not Applicable		29-12-2014		39	4	2	0		



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No



Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	25-10-2017		
2		22-01-2018	88



Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	22-01-2018	Yes	3	25-10-2017	88	
2	Nomination and remuneration committee	22-01-2018	Yes	3			



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Nitesh Tanwar
2	Designation	Company Secretary and Compliance Office



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.lloyds.in
2	Terms and conditions of appointment of independent directors	Yes		www.lloyds.in
3	Composition of various committees of board of directors	Yes		www.lloyds.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.lloyds.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.lloyds.in
6	Criteria of making payments to non-executive directors	Yes		www.lloyds.in
7	Policy on dealing with related party transactions	Yes		www.lloyds.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.lloyds.in



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.lloyds.in
11	email address for grievance redressal and other relevant details	Yes		www.lloyds.in
12	Financial results	Yes		www.lloyds.in
13	Shareholding pattern	Yes		www.lloyds.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



Annexure II		
1	Name of signatory	
2	Designation	



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



Annexure II		
1	Name of signatory	Nitesh Tanwar
2	Designation	Company Secretary and Compliance Office



Signatory Details	
Name of signatory	Nitesh Tanwar
Designation of person	Company Secretary and Compliance Office
Place	Mumbai
Date	07-04-2018

For Lloyds Metals and Energy Limited

*N. Tanwar*  
Nitesh Tanwar  
Company Secretary





