



LLOYDS METALS

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS



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(Disclosure under Regulation 25 & 46 of SEBI (LODR) Regulations, 2015)

PREFACE

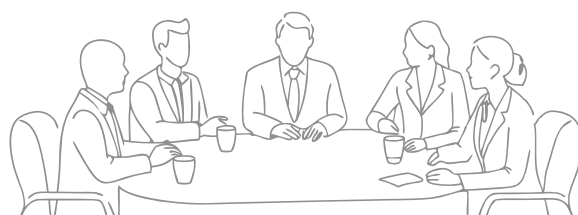
The Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) mandates the Company to familiarize the Independent Directors with the Company. The Company familiarizes the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes by way of presentations/interaction.

OBJECTIVE OF THE PROGRAMMES

The Familiarization Programme is designed to enable Independent Directors to gain a comprehensive understanding of the Company’s business, operations, industry dynamics, and regulatory environment. The programme facilitates meaningful participation in Board and Committee deliberations and strengthens their ability to provide independent judgment and strategic guidance.

INDEPENDENT DIRECTORS ON THE BOARD

Sr.No	Board of Directors
1.	Mr. Ramesh Luharuka
2.	Ms. Seema Saini
3.	Dr. Satish Ramchandra Wate
4.	Mr. Subbarao Venkata Munnang
5.	Mr. Mahendra Singh Mehta
6.	Mr. Dinesh Kumar Jain
7.	Mr. Sujit Kumar Varma
8.	Dr. Anita Rahul Shantaram



DIRECTOR FAMILIARIZATION FRAMEWORK





(i) Induction Programme

At the time of appointment, Independent Directors are familiarized with:

- Business model and operational structure
- Industry landscape and competitive positioning
- Organisational structure and leadership team
- Key policies, including Code of Conduct, Insider Trading Code, and D&O Insurance

They are also briefed on their roles, rights, and responsibilities through a formal appointment letter.

(ii) Ongoing Familiarization

Independent Directors are continuously updated through:

- Presentations at Board and Committee meetings
- Periodic business and financial performance updates
- Strategic and operational reviews
- Risk management and mitigation frameworks
- Regulatory and compliance updates

These sessions cover areas such as:

- Business strategy and expansion plans
- Capital expenditure and investment initiatives
- Mergers and acquisition opportunities
- ESG and sustainability initiatives
- Investor relations and stakeholder concerns

(iii) Interaction with Senior Management

Senior leadership, including functional heads, regularly interact with the Board to provide deeper insights into operational and strategic matters, enabling Directors to better understand business challenges and opportunities.

(iv) Continuous Learning Initiatives

During the year, the Company also conducted a Corporate Training Programme for Directors on the topic “Corporate Governance and the Role of Independent Directors”, delivered by a distinguished professional with over four decades of experience. The session provided valuable perspectives on evolving governance practices, regulatory expectations, and the enhanced role of Independent Directors in today’s dynamic business environment.

(v) Enhanced Governance Engagement

Independent Directors are also encouraged to:

- Engage in detailed discussions on emerging risks and opportunities
- Provide strategic inputs on long-term business direction
- Review governance practices and suggest improvements

(vi) Board Effectiveness

The familiarization initiatives contribute to enhancing the quality of Board deliberations, strengthening governance oversight, and enabling informed decision-making. They also support improved strategic guidance, foster greater stakeholder confidence, and facilitate proactive identification and mitigation of key risks.

(vii) Outcome of the Programme

These initiatives enable Independent Directors to:

- Contribute effectively to Board deliberations
- Exercise informed and independent judgment
- Strengthen oversight on strategy, risk, and governance
- Enhance overall Board effectiveness


LEARNING THEMES DURING THE YEAR

- (i) Strategy & Expansion
- (ii) Business Overview
- (iii) Risk & Compliance
- (iv) ESG & Sustainability
- (v) Capital Allocation
- (vi) Global Expansion Plans
- (vii) Investor Grievances

FAMILIARIZATION PROCESS

The Familiarization Process is designed as a continuous and structured flow of information and engagement to ensure that Independent Directors remain adequately informed at all times.

The process begins with a formal induction at the time of appointment, followed by a systematic flow of information through agenda papers, detailed presentations, and periodic updates placed before the Board and its Committees. Relevant business, financial, operational, and regulatory information is shared in advance to enable meaningful review and deliberation.



During the course of the year, Independent Directors are kept apprised of key developments through Board discussions, management presentations, and updates on strategic initiatives, risk factors, and compliance matters. They also have the flexibility to seek additional information, clarifications, or interactions with senior management, as required.

Where necessary, focused sessions and knowledge updates are conducted on specific topics to enhance understanding of evolving regulatory, governance, and industry landscapes.

The process is further supported by continuous feedback, discussions, and follow-ups, ensuring that insights gained are effectively integrated into Board deliberations and decision-making.

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2025-26

In terms of above, the Company conducted the following familiarisation programmes for its Independent Directors. The Programmes were part of the Board/Committee Meetings held during the Financial Year 2025-26:

Name of the Directors	No. of Programme / Meeting attended by the Independent Director		Number of hours spent by Independent Directors	
	During the year ended 31.03.2026	On a cumulative basis*	During the year ended 31.03.2025	On a cumulative basis*
Mr. Ramesh Luharuka	9	37	14	53
Ms. Seema Saini	6	29	8	42
Dr. Satish Ramchandra Wate	9	26	14	40
Mr. Subbarao Venkata Munnang	9	26	14	39
Mr. Mahendra Singh Mehta	6	19	6	24
Mr. Dinesh Kumar Jain	8	10	12	14.25
Mr. Sujit Varma [#]	6	6	10	10
Dr. Anita Rahul Shantaram [#]	6	6	10	10
Mr. Shabbirhusein Shaikhadam Khandwawala [@]	2	3	4	5.5

*From FY.2016-17 Onwards

[#]Mr. Sujit Kumar Varma and Dr. Anita Rahul Shantaram were appointed as Independent Director with effect from 12th August, 2025

[@]Change in designation of Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) from Non-executive Independent Director to Non-Executive Non-Independent Director with effect from 12th August, 2025