

Corporate Governance Report for the Quarter ended 31st March, 2019

General information about company	
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	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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

Whether the listed entity has a Regular Chairperson

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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1.	Mr.	Mukesh Gupta	AADPG 1001A	00028347	Non-Executive - Non Independent Director	Chairman		21-11-1991			1	1	1
2.	Mr.	Babulal Agarwal	AAAPA 6942R	00029389	Executive Director	Not Applicable	MD	01-01-2018			1	0	0
3.	Mr.	Rajesh Gupta	AKKPG 7456N	00028379	Non-Executive - Non Independent Director	Not Applicable		21-11-1991			2	0	0
4.	Mr.	Shantanu Mohapatra	AICPM 0171C	00176836	Non-Executive - Independent Director	Not Applicable		29-12-2014		51	2	1	1
5.	Mr.	Balram R Singh	BDSPP 9449F	02843001	Non-Executive - Independent Director	Not Applicable		29-12-2014		51	1	2	0
6.	Mr.	Devidas Kambale	AAPPK 3187P	00020656	Non-Executive - Independent Director	Not Applicable		30-07-2014		56	2	2	0
7.	Mr.	J.P Dange	AEAPD 5412P	01569430	Non-Executive - Independent Director	Not Applicable		30-07-2014		56	4	2	1
8.	Mrs.	Bhagyam Ramani	AGEPR 8495C	00107097	Non-Executive - Independent Director	Not Applicable		29-12-2014		51	4	2	0



(Signature)

Audit Committee Details					Whether the Audit Committee has a Regular Chairperson		
					Yes		
Sr.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	00176836	Shantanu Mohapatra	Non-Executive - Independent Director	Chairperson	27-10-2014		
2.	00028347	Mukesh Rajnarayan Gupta	Non-Executive - Non Independent Director	Member	27-10-2014		
3.	00020656	Devidas Kashinath Kambale	Non-Executive - Independent Director	Member	27-10-2014		
4.	02843001	Balram R Singh	Non-Executive - Independent Director	Member	27-10-2014		

Nomination and remuneration committee					Whether the Nomination and remuneration committee has a Regular Chairperson		
					Yes		
Sr.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	02843001	Balram R Singh	Non-Executive - Independent Director	Member	27-10-2014		
2.	00020656	Devidas Kashinath Kambale	Non-Executive - Independent Director	Member	27-10-2014		
3.	00028347	Mukesh Rajnarayan Gupta	Non-Executive - Non Independent Director	Member	27-10-2014		

Stakeholders Relationship Committee					Whether the Stakeholders Relationship Committee has a Regular Chairperson		
					Yes		
Sr.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	00028347	Mukesh Rajnarayan Gupta	Non-Executive - Non Independent Director	Member	27-10-2014		
2.	00020656	Devidas Kashinath Kambale	Non-Executive - Independent Director	Member	27-10-2014		
3.	02843001	Balram R Singh	Non-Executive - Independent Director	Member	27-10-2014		



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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	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)	Notes for not providing Date		
1.	31-10-2018					
2.		31-01-2019	91			

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 (details)	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	Reason for not providing date
1.	Audit Committee	31-01-2019	Yes	3	31-10-2018	91	-	
2.	Nomination and remuneration committee	31-01-2019	Yes	3				During the period from 01.10.2018 to 31.12.2018 there is no committee held by the company therefore date is not provided.



No Annual

Annexure 1**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance 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

S. No.	Subject	Compliance status
1.	Name of Signatory	Nitesh Tanwar
2.	Designation	Company Secretary




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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		
11	email address for grievance redressal and other relevant details	Yes		
12	Financial results	Yes		
13	Shareholding pattern	Yes		
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	
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	



M. Jemuraj

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)	Yes	
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	
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	Nitesh Tanwar
2.	Designation	Company Secretary and Compliance Officer

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 Officer

Signatory Details	
Name of signatory	Nitesh Tanwar
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	05-04-2019



N. Tanwar