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## 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. 022-6291 8111. Fax No. 022- 6291 8260  
CIN: L40300MH1977PLC019594 Website: [www.lloyds.in](http://www.lloyds.in) Email: [investor@lloyds.in](mailto:investor@lloyds.in)

Date: 14/06/2020

**To,**  
**BSE Limited**  
The Corporate Relationship Department  
P.J. Towers, 1st Floor, Dalal Street,  
Mumbai – 400 001

**To,**  
**Head- Listing & Compliance**  
**Metropolitan Stock Exchange of India Ltd. (MSEI)**  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 098

**Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015**

**Ref: BSE Scrip Code : 512455**  
**BSE and MSEI Scrip ID: LLOYDSME**

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Dear Sir,

This is to inform you that the Company has entered into an "Optionally Fully Convertible Debentures" Agreement with Clover Media Private Limited.

**Further the details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 has been enclosed as "Annexure A".**

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

**Riyaz Shaikh**  
**Chief Financial Officer**  
**Encl. as above**



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### Annexure A

Sr. No.	Particulars	Details
1	Name(s) of parties with whom the agreement is entered	Lloyds Metals and Energy Limited has entered into an "Optionally Fully Convertible Debentures" Agreement with Clover Media Private Limited
2	Purpose of entering into agreement	The Company has entered into an OFCD Agreement with Clover Media Private Limited for the issue of 2,66,50,000 (Two Crores Sixty Six Lakhs Fifty Thousand) 9% Optionally Fully Convertible Debenture ("OFCDs") of Face Value of Rs. 7.50 each at par aggregating to Rs. 19,98,75,000/- (Rupees Nineteen Crores Ninety Eight Lakhs Seventy Five Thousand only) to Clover Media Private Limited on preferential basis. The object of the aforesaid preferential issue is to meet the funding requirements of the Company including but not limited for working capital requirements and for general corporate purpose
3	Size of Agreement	Rs. 19,98,75,000
4	Shareholding, if any, in the entity with whom the agreement is executed	No
5	Significant terms of the agreement including	
	➤ Interest Rate & Manner of Computation of Interest	The OFCDs shall carry simple interest @ 9% p.a. payable on half yearly basis or the period thereof upto the date of conversion or redemption whichever is earlier.
	➤ Mode and Terms of Payment	The proposed allotment of OFCD is for cash and entire amount is payable to the Company on or before the date of allotment of OFCDs.
	➤ Terms and Period of Conversion of OFCD	The OFCD may be converted at the option of Debenture holder within a time frame of not exceeding 18 months from the date of allotment into one fully paid up Equity shares of Re. 1/- each of the Company at a price of Rs. 7.50 (including premium of Rs. 6.50) per share.
	➤ Redemption of OFCD	If the Debenture holder does not choose to exercise the conversion option before the expiry of 18 (Eighteen) months from the date of allotment of OFCD, the OFCDs held by the Debenture holder will be compulsorily redeemed by the Company within 18 months from the date of allotment in accordance with the provisions of applicable laws and regulations including the provisions of Chapter V of the SEBI (ICDR) Regulations and Companies Act, 2013.
	➤ Redemption Price	At par
	➤ Right to appoint Directors	No



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	➤ First right to share subscription in case of issuance of shares,	No
	➤ Right to restrict any change in capital structure etc	No
6	Related to promoter/promoter group. If yes, nature of relationship;	Clover Media Private Limited is not related to the promoter/promoter group of the Company.
7	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length	No
8	Details of issuance of shares; Details of issue price, class of shares issued;	The OFCD may be converted at the option of Debenture holder within a time frame of not exceeding 18 months from the date of allotment into one fully paid up Equity shares of Re. 1/- each of the Company at a price of Rs. 7.50 (including premium of Rs. 6.50) per share.
9	Any other disclosures related to such agreement ➤ Details of Nominee on the Board of Directors of the Listed Entity ➤ Potential conflict of interest arising out of such agreements	No No In the event of any disagreement or conflict between the Lloyds Metals and Energy Limited and Clover Media Private Limited. The same will be settled through Arbitration as per the provisions of Arbitration and Conciliation Act, 1996.