

General information about company

Scrip code	512455
NSE Symbol	LLOYDSME
MSEI Symbol	NOTLISTED
ISIN	INE281B01032
Name of the entity	Lloyds Metals and Energy Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

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	
Whether Chairperson is related to MD or CEO							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 Birth
1	Mr	Mukesh Rajnarayan Gupta	AADPG1001A	00028347	Non-Executive - Non Independent Director	Chairperson		13-06-1958
2	Mr	Babulal Agarwal	AAAPA6942R	00029389	Non-Executive - Non Independent Director	Not Applicable		27-11-1946
3	Mr	Rajesh Rajnarayan Gupta	AKKPG7456N	00028379	Executive Director	Not Applicable	MD	10-10-1964
4	Mr	Balasubramanian Prabhakaran	AEFPP5795L	01428366	Executive Director	Not Applicable	MD	17-04-1973
5	Mr	Madhur Rajesh Gupta	AKOPG3296Q	06735907	Executive Director	Not Applicable		17-06-1991
6	Mr	Soundararajan Venkateswaran	AENPV6124M	08035383	Executive Director	Not Applicable		05-06-1970
7	Mr	Jagannath Pandharinath Dange	AEAPD5412P	01569430	Non-Executive - Independent Director	Not Applicable		01-06-1951
8	Mrs	Bhagyam Ramani	AGEPR8495C	00107097	Non-Executive - Independent Director	Not Applicable		09-01-1952
9	Mr	Ramesh Luharuka	AAAPL5127F	00001380	Non-Executive -	Not Applicable		14-10-

					Independent Director			1954
10	Mrs	Seema Saini	BUEPS7427N	09539941	Non-Executive - Independent Director	Not Applicable		06-02- 1965
11	Mr	Satish Wate	AAEPW7002L	07792398	Non-Executive - Independent Director	Not Applicable		22-12- 1955
12	Mr	Subbarao Munnang	ACWPM1673M	06495576	Non-Executive - Independent Director	Not Applicable		06-06- 1961
13	Mr	Mahendra Singh Mehta	AACPM9069R	00019566	Non-Executive - Independent Director	Not Applicable		09-12- 1955

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active
13	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		21-11-1991				2	0	1	1			
2	Yes	23-10-2023	08-08-2023				2	0	0	0			
3	NA		08-08-2023				2	0	1	0			
4	NA		07-10-2021				1	0	0	0			
5	NA		13-11-2020				1	0	0	0			
6	NA		08-08-2023				1	0	0	0			
7	NA		26-05-2014	25-05-2019		119	1	1	1	0			
8	NA		27-10-2014	26-10-2019		114	5	5	2	0			
9	NA		07-10-2021			30	1	1	2	1			

10	NA		30-03-2022			25	1	1	0	0			
11	NA		20-01-2023			15	3	3	3	3			
12	NA		16-03-2023			13	1	1	0	0			
13	NA		23-10-2023			6	2	2	1	1			

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	00001380	Ramesh Luharuka	Non-Executive - Independent Director	Chairperson	07-10-2021		
2	00028379	Rajesh Rajnarayan Gupta	Executive Director	Member	21-11-1991		
3	01569430	Jagannath Pandharinath Dange	Non-Executive - Independent Director	Member	26-05-2014		
4	00019566	Mahendra Singh Mehta	Non-Executive - Independent Director	Member	23-10-2023		

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	01569430	Jagannath Pandharinath Dange	Non-Executive - Independent Director	Chairperson	26-05-2014		
2	00028347	Mukesh Rajnarayan Gupta	Non-Executive - Non Independent Director	Member	21-11-1991		
3	00019566	Mahendra Singh Mehta	Non-Executive - Independent Director	Member	23-10-2023		

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	Chairperson	21-11-1991		
2	00001380	Ramesh Luharuka	Non-Executive - Independent Director	Member	07-10-2021		
3	00019566	Mahendra Singh Mehta	Non-Executive - Independent Director	Member	23-10-2023		

Risk Management Committee							
Whether the Risk Management 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	00028379	Rajesh Rajnarayan Gupta	Executive Director	Chairperson	21-11-1991		
2	06735907	Madhur Rajesh Gupta	Executive Director	Member	13-11-2020		
3	01569430	Jagannath Pandharinath Dange	Non-Executive - Independent Director	Member	26-05-2014		
4	07792398	Satish Wate	Non-Executive - Independent Director	Member	20-01-2023		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	09539941	Seema Saini	Non-Executive - Independent Director	Chairperson	30-03-2022		
2	00001380	Ramesh Luharuka	Non-Executive - Independent Director	Member	07-10-2021		
3	00028379	Rajesh Rajnarayan Gupta	Executive Director	Member	21-11-1991		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00028347	Mukesh Rajnarayan Gupta	Committee of Board of Directors	Non-Executive - Non Independent Director	Chairperson	
2	00028379	Rajesh Rajnarayan Gupta	Committee of Board of Directors	Executive Director	Member	
3	00107097	Bhagyam Ramani	Committee of Board of Directors	Non-Executive - Independent Director	Member	
4	01428366	Balasubramanian Prabhakaran	Committee of Board of Directors	Executive Director	Member	

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	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	23-10-2023				Yes	14	14	8
2	08-12-2023		45		Yes	13	13	7
3		22-01-2024	44		Yes	13	11	6
4		21-03-2024	58		Yes	13	13	7

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	23-10-2023				Yes	4	4	3	2
2	Audit Committee	22-01-2024	90			Yes	4	4	3	5
3	Audit Committee	21-03-2024	58			Yes	4	4	3	2
4	Other Committee	21-03-2024		Independent Directors Meeting		Yes	7	7	7	2
5	Nomination and remuneration committee	23-10-2023				Yes	3	3	2	2
6	Nomination and remuneration committee	18-12-2023	55			Yes	3	3	2	3

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	21-03-2024	93			Yes	3	3	2	3
8	Stakeholders Relationship Committee	21-03-2024				Yes	3	3	2	2
9	Corporate Social Responsibility Committee	21-03-2024				Yes	3	3	2	2

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	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block	
Textual Information(1)	<p>As per Regulation 2(zb)(b)(ii) of SEBI (LODR) Regulations, 2015, Sunflag Iron and Steel Co Limited (Sunflag), a public shareholder of the Company, holding 11.89% of the equity share capital of the Company and hence, is a related party.</p> <p>Pursuant to the Arbitration Award dtd. 22nd April, 2022 and Supplemental / Additional Award dated 28th April, 2022, the Company had signed an Ore Purchase Agreement (OPA) dtd. 02nd May, 2022 with Sunflag for sale of iron ore. The sale of iron ore to Sunflag is at a pre-determined rate as per the OPA which is governed by the above-mentioned Arbitration Awards. Hence, such transactions at all times will not be on arms lengths basis and not entered in the ordinary course of the Companys business.</p> <p>The said related party transaction being not at arms length and not in ordinary course of business is approved by the Members of the Company vide Postal Ballot resolution dtd. 23rd October, 2023 and ongoing Postal Ballot of the Company vide Notice dtd. 21st March, 2023</p>

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 1000 listed entities)	Yes
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	Trushali Shah
2	Designation	Company Secretary and Compliance Officer

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	Yes		www.lloyds.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.lloyds.in
10	Email address for grievance redressal and other relevant details	Yes		www.lloyds.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	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		
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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
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.lloyds.in
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		www.lloyds.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.lloyds.in
18	Credit rating or revision in credit rating obtained	Yes		www.lloyds.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.lloyds.in
20	Secretarial Compliance Report	Yes		www.lloyds.in
21	Materiality Policy as per Regulation 30 (4)	Yes		www.lloyds.in
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.lloyds.in
23	Disclosures under regulation 30(8)	Yes		www.lloyds.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.lloyds.in
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.lloyds.in

27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.lloyds.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.lloyds.in

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), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	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.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	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.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	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.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Trushali Shah
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	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Trushali Shah
2	Designation	Company Secretary and Compliance Officer