

# CORPORATE GOVERNANCE REPORT AS ON 31.03.2020

## General Information about Company

Scrip code	539992
NSE Symbol	LSIL
MSEI Symbol	-
ISIN	INE093R01011
Name of the entity	LLOYDS STEELS INDUSTRIES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalization as per immediate previous Financial Year	Top 2000 Listed Entities



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## 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

## WHETHER CHAIRPERSON IS RELATED TO MD OR CEO

YES

NO

Sr. No	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of Directors	Category 2 of Directors	Category 3 of Directors	Date of Birth	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 (Refer Regulation 17A(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	Ashok Satyanarayan Tandon	AARPT3998B	00028301	Executive Director	Chairperson	MD	13-10-1958	Not Applicable	-	20-01-2016	20-01-2019	-		1	0	0	0		
2	Mr	Satyendra Narian Singh	ADCPS0244B	00398484	Non-Executive - Independent Director	Not Applicable		25-05-1948	Not Applicable	-	31-08-2016	31-08-2016	-	43	2	2	2	1		
3	Mrs.	Bela Sundar Rajan	AGZPK8930A	00548367	Non-Executive - Independent Director	Not Applicable		04-06-1954	Not Applicable	-	31-08-2016	31-08-2016	-	43	1	1	2	1		
4	Mr	Rajashekhar Mallikarjun Alegavi	AABPA1805E	03584302	Non-Executive - Non Independent Director	Not Applicable		24-04-1950	Not Applicable	-	26-10-2018	26-10-2018	-	17	1	0	1	1		
5	Mr	Ananthsubramanian Lakshman	AERPA4329A	08648489	Non-Executive - Independent Director	Not Applicable		19/06/1949	Not Applicable	-	24/01/2020	24/01/2020	-	2	1	1	2	1		



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## II. COMPOSITION OF COMMITTEES

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AUDIT COMMITTEE DETAILS							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr.No	DIN No.	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	00398484	Satyendra Narian Singh	Non-Executive - Independent Director	Chairperson	31-08-2016		
2	08648489	Ananthsubramanian Lakshman	Non-Executive - Independent Director	Member	24-01-2020		
3	00548367	Bela Sundar Rajan	Non-Executive - Independent Director	Member	31-08-2016		

NOMINATION AND REMUNERATION COMMITTEE							
Whether the Nomination and Remuneration Committee has a Regular Chairperson					Yes		
Sr.No	DIN No.	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	08648489	Ananthsubramanian Lakshman	Non-Executive - Independent Director	Chairperson	24-01-2020		
2	00398484	Satyendra Narian Singh	Non-Executive - Independent Director	Member	31-08-2016		
3	00548367	Bela Sundar Rajan	Non-Executive - Independent Director	Member	31-08-2016		

STAKEHOLDERS RELATIONSHIP COMMITTEE							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr.No	DIN No.	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	00548367	Bela Sundar Rajan	Non-Executive - Independent Director	Chairperson	31-08-2016		
2	08648489	Ananthsubramanian Lakshman	Non-Executive - Independent Director	Member	24-01-2020		
3	00398484	Satyendra Narian Singh	Non-Executive - Independent Director	Member	31-08-2016		





### III. Meeting of Board of Directors

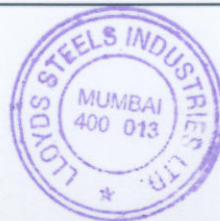
#### Disclosure of Notes on Meeting of Board of Directors Explanatory

Sr. No	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)	Notes for not Providing Date	Whether requirement of Quorum met (Yes/No)	No. of Directors Present	No. of Independent Directors Attending the Meeting
1	07-11-2019		-	Yes	5	3
2	24-01-2020	77	-	Yes	5	3

### IV. Meeting of Committees

#### Disclosure of Notes on Meeting of Committees Explanatory

Sr No.	Name of the 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)	Number of Directors Present	No. of Independent Directors attending the Meeting*
1	Audit Committee	07-11-2019				Yes		
2	Audit Committee	24-01-2019	77			Yes	3	3
3	Stakeholders Relationship Committee	24-01-2020	-			Yes	3	3
4	Stakeholders Relationship Committee	-	-					
5	Nomination and Remuneration Committee	24-01-2020	-			Yes	3	3
6	Nomination and Remuneration Committee	-	-					



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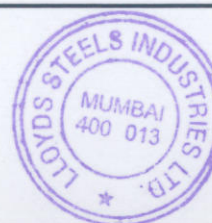
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**V. Related Party Transactions**

Sr No	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	N. A	
2	Whether Shareholder Approval obtained for material RPT	N.A	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A	

**VI. Affirmations**

Sr. No	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 in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <b>(a) Audit Committee</b>	Yes
3	The Composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <b>(b) Nomination &amp; Remuneration Committee</b>	Yes
4	The Composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <b>(c) Stakeholders Relationship Committee</b>	Yes
5	The Composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <b>(d) Risk Management Committee (Applicable to the top 100 Listed Entities)</b>	N.A
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



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**ANNEXURE - II**

<b>II. Annual Affirmations</b>				
<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
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(1B)	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	
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	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee Meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and Role of Risk Management Committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus Approval of Audit Committee for all Related Party Transactions	23(2), (3)	NA	
27	Approval for Material Related Party Transactions	23(4)	NA	
28	Disclosure of Related Party Transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of Independent Directors	25(3) & (4)	Yes	
35	Familiarization of Independent Directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to Code of Conduct from Members of Board of Directors and Senior Management Personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	<b>Any other Information to be provided</b>			

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# ANNEXURE - II

## Affirmations:

Sr No	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.	Not Applicable

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## SIGNATORY DETAILS

Name of the Signatory	P.R. Ravi Ganesan
Designation of Person	Company Secretary & Compliance Officer
Place	Mumbai
Date	14-05-2020

For Lloyds Steels Industries Ltd.



P. R. Ravi Ganesan  
CFO & Company Secretary