

Quarterly Compliance Report on Corporate Governance.

1. Name of the Listed Entity: LEEL Electricals Limited (Formerly Lloyd Electric & Engineering Limited)
2. Quarter Ending: June 30, 2018.

| I. Composition of the Board of Directors | | | | | | | | |
|--|------------------------------------|------------------------|--|--|---------|--|---|--|
| Title (Mr./Mrs.) | Name of the Director | PAN ⁵ & DIN | Category (Chairperson/ Executive / Non-Executive / Independent / Nominee) ^{&} | Date of Appointment in the current term /Cessation | Tenure* | No. of Directorships in Listed Entities including this Listed Entity | No. of Directorships in Audit/ Stakeholder Committee(s) including this Listed Entity. | No. of post of Chairperson in Audit/ Stakeholder Committee held in Listed Entities including this Listed Entity. |
| Mr. | Bharat Raj Punj | AAHPP4196K 01432035 | Executive Director (Managing Director) | 08.08.2012 | N.A. | 1 | Nil | Nil |
| Mr. | Achin Kumar Roy | AACPR6406K 01475456 | Executive Director (Whole-time Director) | 28.04.2007 | N.A. | 1 | 1 | Nil |
| Mr. | Mukat B. Sharma | AIYPS6825M 02942036 | Executive Director (Whole-time Director & CFO) | 28.01.2010 | N.A. | 1 | 1 | Nil |
| Mr. | Surjit Krishan Sharma [#] | AUQPS5234A 00058581 | Non-Executive-Independent Director | 07.03.2015 | 5 yrs. | 1 | 2 | 2 |
| Mr. | Ajay Dogra [#] | ALQPD5401M 02430117 | Non-Executive-Independent Director | 07.03.2015 | 5 yrs. | 1 | Nil | Nil |
| Dr. (Mrs.) | Geeta Ajit Teckchand [#] | AAAPT0907H 02937277 | Non-Executive-Independent Director | 07.03.2015 | 5 yrs. | 1 | 2 | Nil |
| Mr. | Ramesh Kumar Vasudeva [#] | ABUPV4877F 06368045 | Non-Executive-Independent Director | 07.03.2015 | 5 yrs. | 1 | 1 | Nil |
| Ms. | Deepti Sahai | AAAPS9990H 07529738 | Non-Executive-Independent Director | 30.05.2016 | 3 yrs. | 1 | Nil | Nil |

⁵PAN number of any director would not be displayed on the website of Stock Exchange.

[&]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

[#] Existing Independent Directors appointed as independent director in pursuance of the provisions of the Companies Act, 2013 and clause 49 of the erstwhile Listing Agreement.



| II. Composition of Committees | | |
|--|------------------------------|---|
| Name of the Committees | Name of Committee Members | Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee) ^{&} |
| 1. Audit Committee | 1. Mr. Surjit Krishan Sharma | Chairperson - Non Executive-Independent Director |
| | 2. Dr. Geeta Ajit Teckchand | Non-Executive - Independent Director |
| | 3. Mr. Mukat B. Sharma | Executive Director |
| 2. Nomination & Remuneration Committee | 1. Mr. Surjit Krishan Sharma | Chairperson - Non Executive-Independent Director |
| | 2. Dr. Geeta Ajit Teckchand | Non-Executive - Independent Director |
| | 3. Mr. Ajay Dogra | Non-Executive - Independent Director |
| 3. Stakeholders Relationship Committee | 1. Mr. Surjit Krishan Sharma | Chairperson - Non Executive-Independent Director |
| | 2. Dr . Geeta Ajit Teckchand | Non-Executive - Independent Director |
| | 3. Mr. Ramesh Kumar Vasudeva | Non-Executive - Independent Director |
| | 4. Mr. Achin Kumar Roy | Executive Director |
| 4. Risk Management Committee | Not Applicable | |

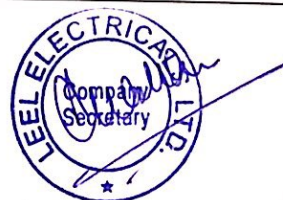
[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

| III. Meeting of Board of Directors | | |
|--|---|--|
| Date(s) of Meeting (if any) in the previous quarter. | Date(s) of Meeting (if any) in the relevant quarter | Maximum Gap between any two consecutive meetings (in number of days) |
| 14.02.2018 | 30.05.2018 | 104 days |

| IV. Meeting of Committees [#] | | | |
|--|---|--|---|
| Date(s) of meeting of committee in the relevant quarter. | Whether 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)* |
| (a) Audit Committee | | | |
| 30.05.2018 | Yes | 14.02.2018 | 104 days |
| (b) Nomination & Remuneration Committee | | | |
| 30.05.2018 | Yes | 14.02.2018 | - |
| (c) Stakeholders Relationship Committee | | | |
| 14.05.2018, 14.06.2018, 30.06.2018 | Yes | 31.01.2018, 21.02.2018, 31.03.2018. | - |

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

[#]Details of mandatory committees as per listing regulations have been given.



| V. Related Party Transactions | |
|---|--|
| Subject | Compliance Status (YES/NO/NA) <small>refer note below</small> |
| Whether prior approval of audit committee obtained | YES |
| Whether shareholder approval obtained for material RPT | NA (No material related party transaction entered by the Company) |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |
| <p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> | |
| <p>VI. Affirmations</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. 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.</p> <p>5. This report shall be placed before the Board in next Board Meeting and the report submitted in the previous quarter has been placed before Board of Directors.</p> | |

For LEEL Electricals Limited

Anita K. Sharma
Company Secretary
FCS 7373

Date: July 12, 2018

Place: New Delhi