



**LEEL ELECTRICALS LIMITED**  
(Formerly Lloyd Electric & Engineering Ltd.)

159, Okhla Industrial Estate, Phase-III,  
New Delhi - 110 020 (INDIA)  
Tel. : +91-11-40627200, 40627300  
Fax : +91-11-41609909  
CIN : L29120UP1987PLC091016

April 12, 2018.

**The Listing Department**

BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai-400001  
Maharashtra.  
BSE SCRIP CODE: 517518

**The Listing Department**

National Stock Exchange of India Limited  
Bandra-Kurla Complex, Bandra East,  
Exchange Plaza, Plot No C/1, G Block,  
Mumbai -400051, Maharashtra  
NSE SYMBOL: LEEL

**Subject: Compliance Report on Corporate Governance for the Quarter and Year ended on March 31, 2018.**

Dear Sir/Madam,

In pursuance of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith compliance report on Corporate Governance in the prescribed format for the Quarter and Year ended March 31, 2018.

Thanking you.

Yours Truly,

For LEEL Electricals Limited

Anita K. Sharma

Company Secretary & VP Finance

Encl: as above

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE.**

1. Name of the Listed Entity: LEEL Electricals Limited
2. Quarter Ending: March 31, 2018.

I. Composition of Board of Directors								
Title (Mr./Mrs.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>	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.
-----Same as previous quarter-----								

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>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.

**II. Composition of Committees**

Name of the Committees	Name of Committee Members	Category ( Chairperson/ Executive / Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>
1. Audit Committee	Same as previous quarter	
2. Nomination & Remuneration Committee	Same as previous quarter	
3. Stakeholders Relationship Committee	Same as previous quarter	
4. Risk Management Committee	Not Applicable	

<sup>&</sup>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)
14.11.2017	14.02.2018	91

**IV. Meeting of Committees<sup>#</sup>**

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)*
<b>(a) Audit Committee</b>			
14.02.2018	Yes	14.11.2017	91



<b>(b) Nomination &amp; Remuneration Committee</b>			
14.02.2018	Yes	-	-
<b>(c) Stakeholders Relationship Committee</b>			
31.01.2018, 21.02.2018, 31.03.2018.	Yes	13.10.2017, 23.10.2017, 31.10.2017, 10.11.2017, 16.11.2017.	-

\*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

#### Note

- 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.
- If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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.

For LEEL Electricals Limited

Anita K. Sharma

Company Secretary & VP Finance

**ANNEXURE II**  
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2018.**

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status (YES/NO/NA) (refer note below)
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	YES
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
Email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	YES

**II Annual Affirmations**

Particulars	Regulation Number	Compliance status (YES/NO/NA) (refer note below)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholders Relationship Committee	20(1) & (2)	YES



Composition and role of risk management committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity.	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

**Note:**

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.
2. If status is "No" details of non-compliance may be given here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For LEEL Electricals Limited



Anita K. Sharma  
Company Secretary & VP Finance