



NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the act (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings (“SS-2”) and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”).

VOTING STARTS ON	VOTING ENDS ON
07 TH JUNE, 2025 AT 9:00 A.M. (IST)	06 TH JULY, 2025, AT 5:00 P.M. (IST)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108 & 110, of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions if any (**“the Act”** including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014, read with General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (**the “MCA Circulars”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”** including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force) and the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force), the resolutions as set out in this Postal Ballot Notice are proposed to be passed by the members of the Company (as on the Cut-off Date) (**“Members”**), through postal ballot (**the “Postal Ballot”**) only by way of remote e-voting (**“e-voting”**) process i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s) and the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the Central Depository Services (India) Limited (**“CDSL”**) for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The last date of e-voting, i.e. **Sunday 06th July, 2025**, shall be the date on which the

resolution would be deemed to have been passed, if approved by the requisite majority.

The Board of Directors of the Company now propose to obtain the consent of the members by way of the Postal Ballot for the matter as considered in the resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act read with the applicable provisions of the SEBI Listing Regulations, pertaining to the said resolution setting out material facts and the reason for the resolution is also annexed.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. APPROVAL FOR LLOYDS ENTERPRISES LIMITED EMPLOYEE STOCK OPTION PLAN – 2025:

To consider and, if thought fit pass the following resolution with or without modification(s) as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (***“the Act” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), provisions of Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (***“SEBI (SBEB & SE) Regulations, 2021” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (***“SEBI (PIT) Regulations, 2015” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (***“SEBI (LODR) Regulations” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded for approval of Lloyds Enterprises Limited Employee Stock Option Plan – 2025 (***“Plan”***) and the Board of Directors (*hereinafter referred to as the “Board of Director” including an Nomination & Remuneration Committee formed by the Board of Directors which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution*) be and is hereby authorised to create, grant, offer, issue and transfer under the Plan, in one or more tranches not exceeding 1,27,21,266 (One Crore Twenty-Seven Lakh Twenty-One Thousand Two Hundred and Sixty-Six) Employee Stock Options (***“Options”***) (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*) to or for the benefit of Employees and Directors of the



Company, its Subsidiary or Associate Company in India or outside India of the Company (as defined in the Plan) and to such persons as may be, from time to time, allowed for the benefits of the Plan (as permitted under the applicable laws), exercisable into not more than 1,27,21,266 (**One Crore Twenty-Seven Lakh Twenty-One Thousand Two Hundred and Sixty-Six**) Equity Shares ("**Shares**") of face value of Re. 1/- each, at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Plan shall be administered by the Nomination and Remuneration Committee ("**Committee**") of the Company and shall have all the necessary powers as defined in the Plan and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021 for the purpose of administration and implementation of the Plan.

RESOLVED FURTHER THAT the Plan shall be implemented through a Trust route, wherein an irrevocable Trust, will be set up by the Company by the name Lloyds Enterprises Employees Welfare Trust ("**Trust**") and shall acquire the Equity Shares by way of Fresh Allotment from the Company and shall transfer the Shares to the grantees upon valid exercise of Options as per the Plan.

RESOLVED FURTHER THAT the Shares issued and transferred by the Trust under the Plan shall rank *pari-passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

2. APPROVAL OF GRANT OF OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY, IN INDIA OR OUTSIDE INDIA UNDER LLOYDS ENTERPRISES LIMITED EMPLOYEE STOCK OPTION PLAN – 2025:

To consider and, if thought fit pass the following resolution with or without modification(s) as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (***“the Act” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), provisions of Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (***“SEBI (SBEB & SE) Regulations” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (***“SEBI (LODR) Regulations” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (***hereinafter referred to as the “Board of Director” including an Nomination & Remuneration Committee formed by the Board of Directors which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution***), to extend the benefits of Lloyds Enterprises Limited Employee Stock Option Plan – 2025 (***“Plan”***) including the grant of Employee Stock Options (***“Options”***) and transfer the Equity Shares (***“Shares”***) thereunder, to or for the benefit of Employees and Directors of the Subsidiary Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan (as permitted under the applicable laws from time to time) at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Shares to be transferred by the Trust under the Plan shall rank *pari-passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions

as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

3. APPROVAL OF GRANT OF OPTIONS TO THE EMPLOYEES OF ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA UNDER LLOYDS ENTERPRISES LIMITED EMPLOYEE STOCK OPTION PLAN – 2025:

To consider and, if thought fit pass the following resolution with or without modification(s) as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (***“the Act” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), provisions of Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (***“SEBI (SBEB & SE) Regulations” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (***“SEBI (LODR) Regulations” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (***hereinafter referred to as the “Board of Director” including an Nomination & Remuneration Committee formed by the Board of Directors which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution***), to extend the benefits of Lloyds Enterprises Limited Employee Stock Option Plan – 2025 (***“Plan”***) including the grant of Employee Stock Options (***“Options”***) and transfer the Equity Shares (***“Shares”***) thereunder, to or for the benefit of Employees and Directors of the Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan (as permitted under the applicable laws from time to time) at such price and on such terms and in such manner as the Board of Directors



may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Shares to be transferred by the Trust under the Plan shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

4. APPROVAL FOR THE PROVISION OF LOAN BY THE COMPANY FOR THE PURCHASE OF ITS OWN SHARES BY THE TRUST/ TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER LLOYDS ENTERPRISES LIMITED EMPLOYEE STOCK OPTION PLAN – 2025:

To consider and, if thought fit pass the following resolution with or without modification(s) as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 67(3) of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (***“the Act” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [***“SEBI (SBEB & SE) Regulations, 2021” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [***“SEBI (LODR) Regulations” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force***], relevant

provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (*hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution*) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to **Lloyds Enterprises Employees Welfare Trust (“Trust”)**, in one or more tranches such that the total amount of provision of loan for subscription or purchase of fully paid- up Equity shares in the Company by the Trust shall not exceed 5% of the aggregate of paid up capital and free reserves of the Company, or other limit as prescribed under the applicable laws, from time to time, for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust / Trustees, in one or more tranches, subject to the ceiling of Equity Shares (**“Shares”**) as may be Prescribed Under Lloyds Enterprises Limited Employee Stock Option Plan – 2025 (**“Plan”**) or any other share based Employee benefit Plan which may be introduced by the Company from time to time (**“Employee Benefit Plan(s)”**), with a view to purchase such Shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, the Companies Act, 2013 and any other applicable laws and regulations.

RESOLVED FURTHER THAT the above-prescribed limit shall be taken on a consolidated basis for all Employee Benefits Plan(s) as may be undertaken by the Company from time to time.

RESOLVED FURTHER THAT any loan provided by the Company shall be an interest-free loan and shall be repayable by the Trust by utilizing the proceeds realized from Exercise of Options by the Grantees and the accruals of the Trust during the tenure of the Plan or at the termination of the Plan and in accordance with the relevant provisions of the applicable laws & regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

5. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS ENGINEERING WORKS LIMITED (FORMERLY KNOWN AS LLOYDS STEELS INDUSTRIES LIMITED):

To consider and, if thought fit pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing**

Regulations”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Lloyds Engineering Works Limited (“**LEWL**”), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LEWL, for an aggregate value of up to Rs. 100,00,00,000 /- (Rupees One Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS METALS AND ENERGY LIMITED:

To consider and, if thought fit pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing Regulations”**) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (**“the Act”**) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Lloyds Metals and Energy Limited (**“LMEL”**), a related party under section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LMEL, for an aggregate value of up to Rs. 500,00,00,000 /- (Rupees Five Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the

Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS REALTY AND DEVELOPERS LIMITED:

To consider and, if thought fit pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Lloyds Realty and Developers Limited (“**LRDL**”), a related party under section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LRDL, for an aggregate value of up to Rs. 10,000,000,000/- (Rupees One Thousand Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH INDRAJIT PROPERTIES PRIVATE LIMITED:

To consider and, if thought fit pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Indrajit Properties Private Limited (“**IPPL**”), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and IPPL, for an aggregate value of up to Rs. 100,00,00,000 /- (Rupees One Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their

approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS INFRASTRUCTURE & CONSTRUCTION LIMITED:

To consider and, if thought fit pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Lloyds Infrastructure & Construction Limited (“**LICL**”), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LICL, for an aggregate value of up to Rs. 200,00,00,000 /- (Rupees Two Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS METALS AND MINERALS TRADING LLP:

To consider and, if thought fit pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as



mentioned in the explanatory statement with Lloyds Metals and Minerals Trading LLP (“**LMMT LLP**”), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LMMT LLP, for an aggregate value of up to Rs. 100,00,00,000 /- (Rupees One Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

***By Order of the Board of Directors
For and on behalf of
Lloyds Enterprises Limited***

***Place: Mumbai
Date: 28th May, 2025***

***Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer***

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI Listing Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the proposed resolutions set out in Item No. 1 to 10 of this Postal Ballot Notice, is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (**the "Rules"**) and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, and other relevant circulars (collectively referred to as **"MCA Circulars"**) issued by the Ministry of Corporate Affairs, Government of India (MCA), the Company is permitted to conduct the postal ballot process through electronic form.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) and whose email addresses are registered with the Company / Depository Participant(s), as on **Friday, 30th May, 2025 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. Members who have registered their Email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the SEBI Listing Regulations, 2015 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended (**"SEBI Master Circular"**) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, 30th May, 2025 ("cut-off date")**.
5. The remote e-voting period commences at 09:00 A.M. (IST) on **Saturday 07th June, 2025** and will end at 05:00 P.M. (IST) on **Sunday 06th July, 2025** and the remote e-voting will be blocked and voting shall not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, 30th May, 2025** may cast their vote electronically. Once the member casts their vote on the Resolution, he or she will not be allowed to change it subsequently.
6. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name(s) of the shareholder(s) as on **Friday, 30th May, 2025**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

7. Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary (FCS No. 10070 and CP No. 12891) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting and will also be displayed on the Company website <https://www.lloydsenterprises.in/> and on the website of CDSL <https://www.evotingindia.com> and communicated to the stock exchanges and RTA on the said date.
9. Those Members whose Email IDs are not registered can get it registered as follows:
 - Members holding shares in de-mat form can get their Email ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their Email ID registered by contacting our Registrar and Share Transfer Agent “**Bigshare Services Private Limited**” on their Email ID investor@bigshareonline.com and submit the relevant documents at their registered office at - Office No S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093.
10. Members may note that this Postal Ballot Notice will also be available on the Company’s website at <https://www.lloydsenterprises.in/>, and on the websites of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and CDSL at www.evotingindia.com.
11. Electronic copies of all the documents referred to in the accompanying Notice of the Postal Ballot and the Explanatory Statement shall be made available for inspection. Members desiring inspection may send their request in writing to the Company at lloydsenterprises@lloyds.in
12. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Sunday 06th July, 2025**.
13. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
14. **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**
 1. The voting period begins on **Saturday 07th June, 2025** at 09:00 A.M. (IST) and ends on **Sunday 06th July, 2025**, at 05.00 P.M. (IST). During this period, shareholders of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 30th May, 2025** may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (“**the Act**”) including any statutory modification(s), amendment(s), clarification(s), substitution(s)

and re-enactment(s) thereof at the time being in force, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (herein after referred to as “**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**” including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force), resolutions are proposed for consideration by Members of Lloyds Enterprises Limited (“**the Company**”) to be passed by means of Postal Ballot through voting by electronic means only (“**remote e-voting**”).

2. Currently, there are multiple e-voting service providers (**ESP’s**) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the de-mat account holders, by way of a single login credential, through their de-mat accounts/ websites of Depositories/ Depository Participants. De-mat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
3. In terms of **Section VI-C of SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their de-mat accounts in order to access e-voting facility.
4. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in De-mat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e., CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasinew/home/login Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page or Click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the De-mat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL

	Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period of all e-Voting Service Providers.
Individual Shareholders (holding securities in de-mat mode) login through their Depository Participants	You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders Holding securities in De-mat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43 or Toll-free No: 1800 22 55 33
Individual Shareholders Holding securities in De-mat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll-free No: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
 - i) The Shareholders should log on to the e-voting website www.evotingindia.com.
 - ii) Click on "Shareholders" module.
 - iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

vi) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	- Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. - If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

vii) After entering these details appropriately, click on “SUBMIT” tab.

viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A conformation box will be displayed. If you wish to conform your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xiv) Once you “CONFORM” your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xvi) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

6. Note for Non – Individual Shareholders and Custodians-Remote Voting:

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; lloydsenterprises@lloyds.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

7. Process for those shareholders whose email addresses/ Mobile Number are not registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant/Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i) For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, Scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID investor@bigshareonline.com. The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.



- ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll-free No: 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai -400013 or send an email to helpdesk.evoting@cdslindia.com or call at Toll-free No: 1800 22 55 33

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying notice dated 12th February, 2025:

ITEM NO: 1, 2 and 3

Employee Stock Options ("**Options**") have long been recognized as an effective tool to align the interests of employees with that of the Company. In line with its long-term objectives, Lloyds Enterprises Limited ("**Company**") proposes the adoption of the "Lloyds Enterprises Limited Employee Stock Option Plan – 2025" ("**Plan**").

The Plan is designed to motivate employees, recognize their performance, and incentivize them to contribute to the growth and profitability of the Company. It also aims to retain key talent by ensuring that employee compensation aligns with the long-term objectives of the Company. By promoting ownership behavior and collaboration, the Plan will further enhance the Company's performance-driven culture.

The Company has structured the Plan with the following key objectives:

- To motivate employees to contribute to the Company's growth and profitability.
- To recognize and reward the efforts of Employees and their continued association with the Company.
- To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.

The Plan will be implemented through the **Lloyds Enterprises Employees Welfare Trust ("**Trust**")**, ensuring an efficient process for acquiring, holding, and transferring shares to Employees. This approach supports consistent performance standards, incentivization, and strengthens the talent pool across Company and its Subsidiary or Associate Company, aligning with the Company's long-term growth objectives.

The objectives of this Plan will be achieved through the grant of Options to eligible Employees of Company and its Subsidiary or Associate Company. The inclusion of Employees from Subsidiary or Associate Company under the Plan is integral to fostering a cohesive and aligned workforce across the entire organizational structure. By extending the benefits of the Plan to eligible Employees of Subsidiary or Associate Company, Company aims to reinforce a sense of unity, shared purpose, and collaboration among all Employees within the broader corporate family. This approach not only strengthens the overall talent pool within the organization but also ensures consistent standards of performance and incentivization throughout the Company and its Subsidiary or Associate Company. Moreover, it aligns with the strategic vision of promoting a unified corporate culture focused on long-term value creation and sustainable growth across all business entities under the **Lloyds Enterprises Limited** umbrella.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**"SEBI (SBEB & SE) Regulations"**], the issue of Equity Shares under a Plan requires approval of the shareholders by way of a Special Resolution.



The Special Resolution set out at **Item No. 1** is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for grant of Options to Employees of a Subsidiary Company in India or outside India, of the Company. The Special Resolution set out at **Item No.2** is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for grant of Options to Employees of an Associate Company in India or outside India, of the Company. The Special Resolution set out at **Item No.3** is to seek your approval for the said purpose.

The main features and other details of the Plan as per Regulation 6(2) of the SEBI (SBEB & SE) Regulations, are as under:

1. Brief Description of the Plan:

This Plan shall be called the Lloyds Enterprises Limited Employee Stock Option Plan – 2025 (***“Plan”***).

The purpose of the Plan includes the followings:

- i. To motivate Employees to contribute to the growth and profitability of the Company.
- ii. To recognize and reward the efforts of employees and their continued association with the Company.
- iii. To enable the Company to attract and retain appropriate talent.
- iv. To achieve sustained growth and create shareholder value by aligning employee interests with the Company’s long-term goals.
- v. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.

2. Total number of Options to be granted:

The total pool of options under the Plan is 1,27,21,266 (One Crore Twenty-Seven Lakh Twenty-One Thousand Two Hundred and Sixty-Six) of face value of Re. 1/- (Rupee One Only) each, to be issued and allotted by the Company which shall be convertible into equal number of Equity Shares of the Company.

If any Option granted under the Plan lapses or forfeited or surrendered under any provision of the Plan, such Option shall be available for further grant under the Plan as per the discretion of the committee.

Further, the maximum number of options that can be granted and the shares arise upon the exercise of these options shall stand automatically enhanced in case of bonus shares, Consolidation, Split and Reorganization of capital structure.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

- i. An employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. A director of the Company, whether a Whole Time Director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- iii. an employee as defined in sub-clauses (i) or (ii), of Subsidiary or Associate Company, in India or outside, of the Company.

But does not include-

- (a) an employee who is a Promoter or a person belonging to the Promoter Group; or
- (b) a director who, either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting:

The options granted under Plan shall vest based upon the performance of the Grantee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee subject to maximum period of 7 (Seven) years. The vesting schedule shall be mentioned in the Grant letter as may be decided by the Committee subject to maximum period of 7 (Seven) years.

The actual vesting would be subject to the continued employment of the Grantee and may further be linked with the certain performance and other criteria, as determined by the Committee and mentioned in the Grant Letter.

5. Maximum period within which the Options shall be vested:

The Maximum period within which the Options shall be vested is 7 (Seven) years from the date of grant of such Options.

6. Exercise Price or Pricing Formula:

The Exercise Price shall be based on the Market Price of the Company which shall mean the latest closing price on a recognized stock exchange on which the shares of the Company are listed one day before the date of the meeting of the Committee wherein the grants of options will be approved.

The Committee has the authority to offer a suitable discount or impose a premium on the determined price. However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.

7. Exercise period and process of Exercise:

The vested Options shall be exercisable either wholly or in part, according to the terms and conditions as determined and mentioned under the Plan during the exercise period.

After vesting, the options can be exercised by the grantee by making an application to the trust for transfer of equivalent number of shares after he has made the payment of the exercise price and applicable taxes.

Under the Plan, the Exercise period for the vested options will be 3 (three) years from the date of respective vesting.

8. Appraisal process for determining the eligibility of the Employees for the Plan:

As soon as may be possible after the Plan comes into effect and at times thereafter, as deemed fit by the Committee, the Committee shall decide on the Employees who are eligible for the grant / vesting of Options under the Plan and the terms and conditions thereof.

The Committee may in its absolute discretion vary or modify such criteria and/or selection and/or the terms and conditions for granting any Option to any Employee or class of Employees.

9. The Maximum number of Options to be granted per Employee and in aggregate:

The maximum number of Options that can be granted to any eligible Employee during any one-year shall not equal or exceed 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant of Options. The Committee may decide to grant such number of options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

10. The Maximum quantum of benefits to be provided per Employee under the Plan:

The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Plan is to be implemented and administered directly by the Company or through a Trust:

The Plan is to be implemented and administered through a Trust, wherein the Trust will subscribe the Equity Shares via Fresh Allotment from the Company. The total ESOP pool shall be 1,27,21,266 (One Crore Twenty-Seven Lakh Twenty-One Thousand Two Hundred and Sixty-Six).

12. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Plan involves only new issue of shares by the Company to the Trust.

13. The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through an interest free loan or any other form of financial assistance permissible under Applicable Laws. Further, the Trust may take loan from banks or any other person/source under Applicable Laws.

The total amount of provision of loan for purchase of fully paid- up Equity shares in the Company by the Employee Welfare Trust shall not exceed the maximum limit prescribed under Applicable Laws, from time to time, presently not exceeding 5% of the aggregate of paid capital and free reserves of the Company as provided in Companies Act, 2013. The loan shall be repayable by the Trust subject to availability of the funds received pursuant to exercise of stock options under the Plan and in accordance with the relevant provisions of the applicable laws & regulations. The utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed including the implementation of the Plan wherein it will purchase the Shares via Fresh Allotment from the Company. The Trust shall repay the loan to the Company by utilizing the proceeds realized from Exercise of Options by the Grantees and the accruals of the Trust during the tenure of the Plan or at termination of the Plan.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Plan:

Not applicable as the Plan involves only new issue of shares by the Company to the Trust.

15. Statement to the effect that the Company shall conform to the accounting policies specified in regulation:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

The Company shall make all the necessary disclosures required under the provisions of the SEBI (SBEB & SE) Regulations, 2021 and other Applicable Laws. The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. Statement with regard to Disclosure in Director's Report:

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and

on earnings per share ("**EPS**") of the Company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares allotted to the Grantees pursuant to exercise of an Option shall not be subject to any lock-in unless mandated by applicable laws.

19. Terms & conditions for buyback, if any, of specified securities:

The Committee has the power to determine the procedure for buy-back of Options granted under the Plan, if decided to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the Applicable Laws.

The Board of Directors recommend the resolutions as set out at **Item no. 1, 2 and 3** for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Plan.

Lloyds Enterprises Limited Employee Stock Option Plan – 2025 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company or at the registered office of the Company.

Item No. 04

In order to execute Lloyds Enterprises Limited Employee Stock Option Plan – 2025 through Trust Route, the Company needs to make provision of funds to the Trust to enable it to purchase the Shares of the Company.

In terms of the provisions of Section 67 of the Companies Act, 2013, read with Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, the provision by a Company of loan in accordance with any Plan approved by Company through special resolution, for the purchase of, or subscription for, fully paid-up shares in the Company, if the purchase of, or the subscription for, the equity shares held by trustees for the benefit of the employees;

Therefore, the Board recommends the Special Resolution set out in **Item No. 4** for approval by the Shareholders.

The disclosures as per Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, are as under:

1.	The class of Employees for whose benefit the Plan is being implemented and money is being provided for purchase of or subscription to Shares.	(a) an employee as designated by the Company, who is exclusively working in India or outside India; or (b) a director of the Company, whether a Whole Time Director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or (c) an employee as defined in sub-articles (a) or (b), of Subsidiary or Associate Company, in India or outside, of the Company. but does not include- (a) an employee who is a Promoter or a person belonging to the Promoter Group; or (b) a director who, either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.
2.	The particulars of the Trustee or Employees in whose favor such Shares are to be registered.	Name of the Trust: Lloyds Enterprises Employees Welfare Trust. Name of the Trustees: 1. Mr. Akshay Mittal 2. Mr. Anand Damani 3. Mr. Mehul Shah
3.	Particulars of Trust.	Name of the Trust: Lloyds Enterprise Employees Welfare Trust. Address of the Trust: A2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai 400013
4.	Name, Address, Occupation and Nationality of Trustees.	1. Name: Akshay Ashok Mittal Address: Mittal Bhavan, 62-A, Peddar Road, Cumballa Hill S.O, Mumbai- 400026.

		Occupation: Business Nationality: Indian 2. Name: Mr. Anand Damani Address: 52, Sujata Apts, Little Gibbs Road, Malabar Hill, Mumbai 400006 Occupation: Business Nationality: Indian 3. Name: Mr. Mehul Shah Address: 26, Dev-ashish, 4th Floor, N.S. Road No. 5, Opp. Police Chowky, Hatkesh Society, JVPD Scheme, Mumbai 400049 Occupation: Business Nationality: Indian
5.	Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.	None
6.	Any interest of Key Managerial Personnel, Directors or Promoters in such Plan or Trust and effect thereof.	The Key Managerial personnel and Directors are interested in the Plan only to the extent, to the Options that may be granted to them, if any, under the Plan.
7.	The detailed particulars of benefits which will accrue to the Employees from the implementation of the Plan.	➤ To motivate Employees to contribute to the growth and profitability of the Company. ➤ To recognize and reward the efforts of employees and their continued association with the Company. ➤ To enable the Company to attract and retain appropriate talent. ➤ To achieve sustained growth and create shareholder value by aligning employee interests with the Company's long-term goals. ➤ To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.

8.	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the Plan would be exercised.	The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust. Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.
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In terms of the Section 67(3) Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of loan to the Trust to fulfil the requirements of Lloyds Enterprises Limited Employee Stock Option Plan – 2025.

Therefore, your directors recommend the Resolutions as set out at **Item no. 4** for your approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options that may be granted under the said Plan.

Item No. 05

The Board on recommendation of the Audit Committee in their meeting held on 29th March, 2025 has approved entering into transactions relating to Purchase of Machinery and other Equipment's for the purpose of processing of steel, Sale of steel or any other raw material as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s) and Loans & Investment with Lloyds Engineering Works Limited (“**LEWL**”) a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) subject to the condition that the total value of all transactions with LEWL shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of Listing Regulations and Section 188 of Companies Act, 2013 the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of

the Company or 10% or more of the annual standalone turnover of the Company respectively as per the latest audited financial statements of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with LEWL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Sr. No	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Lloyds Engineering Works Limited (“LEWL”) Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations: a) A holding, subsidiary company of such company Lloyds Enterprises Limited (“LEL”) holds 38.92% equity shares in LEWL. Therefore, being a subsidiary company, LEWL is a related party of LEL. b) Mrs. Abha Gupta promoters of LEL are also promoters of LEWL. Mr. Rajesh Gupta, Director of LEL is a Promoter of LEWL.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Rajesh Gupta, Director of LEL is a Promoter of LEWL.
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: ➤ Purchase of Machinery and other Equipment’s for the purpose of processing of steel. ➤ Sale of steel or any other raw material as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s). ➤ Loans & Investment Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025- 26 and the said approval is valid until the AGM held for Financial Year 2025-26, but not exceeding a period of 15 months.

		Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only).
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only).
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	6.72%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 05.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 05 of this Notice, for your approval.

Except Mrs. Abha Gupta, Mr. Mukesh Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Item No. 06

The Board on recommendation of the Audit Committee in their meeting held on 29th March, 2025 has approved entering into transactions relating to Procurement of iron ore and other products of the Company, trade of such other goods and services as may be necessary and incidental, and Sale of services including capital services and materials used in normal course by the Company as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s) and

Loans & Investment with Lloyds Metals and Energy Limited (“LMEL”) a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) subject to the condition that the total value of all transactions with LMEL shall not exceed Rs. 500,00,00,000 /- (Rupees Five Hundred Crore only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of Listing Regulations and Section 188 of Companies Act, 2013 the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company or 10% or more of the annual standalone turnover of the Company respectively as per the latest audited financial statements of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with LMEL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Sr. No	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Lloyds Metals and Energy Limited (“LMEL”) Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations: Public Company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital. Regulation 2(1)(zb)(a) of the Listing Regulations: any person or entity forming a part of the promoter or promoter group of the listed entity
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Rajesh Gupta, Director of Lloyds Enterprises Limited (“LEL”) is a Promoter and Director of LMEL
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: ➤ Procurement of iron ore and other products of the Company, trade of such other goods and services as may be necessary and incidental, ➤ Sale of services including capital services and

		materials used in normal course by the Company ➤ Loans & Investment Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025- 26 and the said approval is valid until the AGM held for Financial Year 2025-26, but not exceeding a period of 15 months. Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 500,00,00,000 /- (Rupees Five Hundred Crore only).
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 500,00,00,000 /- (Rupees Five Hundred Crore only).
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	33.60%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable.
	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 06.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 06 of this Notice, for your approval.

Except Mrs. Abha Gupta, Mrs. Renu Gupta, Mr. Rajesh Gupta, Mr. Mukesh Gupta, Mr. Babulal Agarwal and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Item No. 07

The Board on recommendation of the Audit Committee in their meeting held on 29th March, 2025 has approved entering into transactions relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services, Subscribing to the securities of the Company as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s) and Loans and Investments with Lloyds Realty and Developers Limited (“LRDL”) a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) subject to the condition that the total value of all transactions with LRDL shall not exceed Rs. 10,000,000,000/- (Rupees One Thousand Crore only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of Listing Regulations and Section 188 of Companies Act, 2013 the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company or 10% or more of the annual standalone turnover of the Company respectively as per the latest audited financial statements of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with LRDL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Sr. No	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Lloyds Realty and Developers Limited (“LRDL”) Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations: any-body corporate which is a holding, subsidiary or an associate company of such company.

		Lloyds Enterprises Limited (“LEL”) holds 60.38% equity shares in LRDL. Therefore, being a subsidiary company, LRDL is a related party of LEL.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ravi Agarwal, Promoter of LEL is the Managing Director of LRDL and is the son of Mr. Babulal Agarwal (Managing Director in LEL). Mr. Rajesh Gupta, Director of LEL is a Promoter and Shareholder in LRDL.
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: ➤ Sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services. ➤ Subscribing to the securities of the Company. ➤ Loans and Investments. Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025- 26 and the said approval is valid until the AGM held for Financial Year 2025-26, but not exceeding a period of 15 months. Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 10,000,000,000/- (Rupees One Thousand Crore only).
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 10,000,000,000/- (Rupees One Thousand Crore only).
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	67.19%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.

8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 07.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 07 of this Notice, for your approval.

Except Mr. Ravi Agarwal, Mr. Babulal Agarwal, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Item No. 08

The Board on recommendation of the Audit Committee in their meeting held on 29th March, 2025 has approved entering into transactions relating to giving and taking of Loan and Investments as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s) with Indrajit Properties Private Limited (“**IPPL**”) a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) subject to the condition that the total value of all transactions with IPPL shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of Listing Regulations and Section 188 of Companies Act, 2013 the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company or 10% or more of the annual standalone turnover of the Company respectively as per the latest audited financial statements of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with IPPL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Sr. No	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Indrajit Properties Private Limited (“IPPL”) Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations: any-body corporate which is a holding, subsidiary or an associate company of such company. Lloyds Enterprises Limited (“LEL”) holds 77.39% equity shares in IPPL. Therefore, being a subsidiary company, IPPL is a related party of LEL.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Madhur Rajesh Gupta, Director of IPPL and is the son of Mr. Rajesh Gupta (Director in LEL).
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: ➤ Giving and Taking of Loan and Investment for business purpose. Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025- 26 and the said approval is valid until the AGM held for Financial Year 2025-26, but not exceeding a period of 15 months. Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only).
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only).
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	6.72%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.
7.	Details of transaction relating to any	Not Applicable.

	loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 08.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 08 of this Notice, for your approval.

Except Mr. Madhur Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Item No. 09

The Board on recommendation of the Audit Committee in their meeting held on 29th March, 2025 has approved entering into transactions relating to Sale of steel and other raw materials and purchase or supply of any goods or materials as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s) with Lloyds Infrastructure & Construction Limited (“**LICL**”) a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) subject to the condition that the total value of all transactions with LICL shall not exceed Rs. 200,00,00,000 /- (Rupees Two Hundred Crore only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of Listing Regulations and Section 188 of Companies Act, 2013 the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company or 10% or more of the annual standalone turnover of the Company respectively as per the latest audited financial statements of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with LICL.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Sr. No	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Lloyds Infrastructure & Construction Limited ("LICL") Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations and applicable ind-AS 24 : entities that directly, or indirectly through one or more intermediaries, or are under common control
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Madhur Rajesh Gupta, Chief Executive Officer of LICL and is the son of Mr. Rajesh Gupta (Director in Lloyds Enterprises Limited).
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: ➤ Sale of steel and other raw materials. ➤ Purchase or supply of any goods or materials Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025- 26 and the said approval is valid until the AGM held for Financial Year 2025-26, but not exceeding a period of 15 months. Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 200,00,00,000 /- (Rupees Two Hundred Crore only).
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 200,00,00,000 /- (Rupees Two Hundred Crore only).
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	13.44%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 09.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 09 of this Notice, for your approval.

Except Mr. Madhur Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Item No. 10

The Board on recommendation of the Audit Committee in their meeting held on 29th March, 2025 has approved entering into transactions relating to giving and taking of Loan for business purpose as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s) with Lloyds Metals and Minerals Trading LLP (“**LMMT LLP**”) a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) subject to the condition that the total value of all transactions with LMMT LLP shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of Listing Regulations and Section 188 of Companies Act, 2013 the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company or 10% or more of the annual standalone turnover of the Company respectively as per the latest audited financial statements of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with LMMT LLP.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023, particulars of the proposed transactions are as follows:

Sr. No	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Lloyds Metals and Minerals Trading LLP (“LMMT LLP”) Section 2(76)(viii) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations: a firm, in which a director, manager or his relative is a partner;
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ravi Agarwal Promoter of Lloyds Enterprises Limited (“LEL”) is Designated Partner in LMMT LLP.
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: ➤ Giving and Taking of Loan for business purpose Duration of contract or arrangement: Recurring Nature and approval are sought for the Financial Year 2025- 26 and the said approval is valid until the AGM held for Financial Year 2025-26, but not exceeding a period of 15 months. Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only).
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crore only).
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	6.72%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 10.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 10 of this Notice, for your approval.

Except Mr. Madhur Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

*By Order of the Board of Directors
For and on behalf of
Lloyds Enterprises Limited*

*Place: Mumbai
Date: 28th May, 2025*

*Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer*