CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING THE RIGHTS ISSUE COMMITTEE OF LLOYDS ENTERPRISES LIMITED HELD VIA VIDEO CONFERENCING ON SATURDAY, 09TH AUGUST, 2025 AT 06:00 P.M AT REGISTERED OFFICE OF THE COMPANY SITUATED AT A2 2ND FLOOR, MADHU ESTATE, PANDURANG BUDHKAR MARG, LOWER PAREL, MUMBAI – 400013.

TO CONSIDER AND APPROVE TERMS OF THE RIGHTS ISSUE:

"RESOLVED THAT in furtherance to the resolution dated Monday 21st July, 2025 passed by the Board of Directors ("**Board**") of Lloyds Enterprises Limited ("**the Company**") approving raising of funds through the rights issue of ₹ 99,900 Lakhs (Nine Hundred and Ninety Nine Lakhs Only) to the existing shareholders of the Company ("**Rights Issue**") and in accordance with and in compliance with the provisions of the Section 62(1)(a) of Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with relevant SEBI Circulars including any statutory *modification(s), amendment(s), clarification(s), substitution(s) and reenactment(s)* thereof to the extent notified and in effect, each as amended, and any other applicable law for the time being in force, the following terms and conditions of the Rights Issue be and are hereby approved and adopted by the Committee and approved for disclosure in the Letter of Offer, which would be sent to the existing shareholders of the Company whose names appear on the register of members of the Company/ beneficial owners list maintained by the depositories, as at the end of the business hours as on the record date i.e. Thursday, 14th August, 2025 ("**Eligible Equity Shareholders**"), and/ or to such other persons as required:

a)	Instrument	Partly paid-up Equity Shares of the Company, face value of Re. 1 each; (the "**Equity Shares**")
b)	Total number of Equity Shares and Issue size	**25,44,25,324** Rights Equity Shares each on partly paid-up basis (the "**Rights Equity Shares**") for an amount aggregating to Rs. 992,25,87,636/- (Rupees nine hundred ninety-two crores twenty-five lakhs eighty-seven thousand six hundred thirty-six) ("**Issue Size**")
c)	Rights Issue Price	Rs. 39/- (Rupees thirty-nine) per Rights Equity Share when fully paid up (including a premium of Rs. 38/- [Rupees thirty-eight] per Rights Equity Share)
d)	Rights Issue Size	Rs. 992,25,87,636/- (Rupees nine hundred ninety-two crores twenty-five lakhs eighty-seven thousand six hundred thirty-six)
e)	Record date	**Thursday, 14th August, 2025** for determining the existing equity shareholders who will be eligible to receive the Rights Entitlement. ("Eligible Equity Shareholders")
f)	Rights Entitlement ratio	**1 (one) Rights Equity Share for every 5 (five) fully paid-**

<table>
<tr><td></td><td></td><td>up Equity Shares
(Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by such Eligible Equity Shareholder on the Record Date, in this case being 1 Rights Equity Share for every 5 Equity Shares held by an Eligible Equity Shareholder.</td></tr>
<tr><td>g)</td><td>Amount payable per rights issue Equity Share</td><td>
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<tr><th>Amount payable per rights issue Equity Share</th><th>Face Value (Rs.)</th><th>Premium (Rs.)</th><th>Total Amount (Rs.)</th></tr>
<tr><td>On Application</td><td>0.50</td><td>19.00</td><td>19.50*</td></tr>
<tr><td>Not more than two calls with terms and conditions such as the timing and the quantum of each call as may be decided by the Board/Rights Issue Committee from time to time to be completed on or before March 31, 2027.</td><td>0.50</td><td>19.00</td><td>19.50**</td></tr>
<tr><td>Total (Rs.)</td><td>1</td><td>38</td><td>39</td></tr>
</table>
*Constitutes 50% of the Issue Price
**Constitutes 50% of the Issue Price</td></tr>
<tr><td>h)</td><td>Rights Issue Schedule</td><td>
<table>
<tr><td>Issue Opening Date</td><td>Monday, 25th August, 2025</td></tr>
<tr><td>Closure of RE trading (Last date for on market renunciation of Rights Entitlement)</td><td>Tuesday, 02nd September, 2025</td></tr>
<tr><td>Last date for off market renunciation of Rights Entitlement</td><td>Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the</td></tr>
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			Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Rights Issue Closing Date.
		Issue Closing Date*	Monday, 08th September, 2025
i)	Other terms of the Issue (including fractional entitlement and zero entitlement)	Included in the Letter of Offer for the Issue.	
j)	Treatment of fractional Entitlement	a) The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 1 Equity Share for every 5 Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 5 Equity Shares or not in the multiple of 5, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any. (b) Further, the Eligible Equity Shareholders holding less than 5 Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.	
h)	Treatment for crediting the Rights Entitlement	In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of	

		Rights Equity Shares shall be made in dematerialized form only: A ("***Demat Suspense Account***") namely **Lloyds Enterprises Limited-Rights Issue Escrow Entitlement Demat Account** and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund ("***IEPF***") authority; or which of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed/ suspense escrow account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (c) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (d) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any or (e) such other cases where our Company is unable to credit Rights Entitlements for any other reasons.
i)	Conditions for Equity Shareholders who hold Shares in physical form	In accordance with the SEBI ICDR Master Circular, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Such Eligible Equity Shareholders holding shares in physical form, as applicable, can update the details of their respective demat accounts on the website of the Registrar (i.e. https://www.bigshareonline.com). Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous

		of subscribing to Equity Shares in this Issue are advised to furnish their relevant details (such as copies of self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares) along with the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Such Resident Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.
j)	Other terms of Rights Issue	Included in the Letter of Offer to be filed by the Company with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited.

**The Board and/ or Rights Issue Committee will have the right to extend the Issue Closing Date, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).*

"RESOLVED FURTHER THAT consent of the Committee be and is hereby accorded to authorize the Directors and/or Key Managerial Personnel, severally, to carry all such acts, deeds and things as may be necessary to give effect to the aforementioned resolution and for all matters connected therewith and / or incidental thereto and also settle any question, difficulty or doubt that may arise in connection with the above resolution.

RESOLVED FURTHER THAT the members of the Committee, be and are hereby severally authorised to certify the true copy of the aforementioned resolutions and furnish the same to the concerned authorities and/or individual as may be required for their record and necessary action(s).

RESOLVED FURTHER THAT the members of the Committee be and are hereby severally authorised to:

i. sign, execute, modify, alter, file and/or furnish and/or submit any statutory forms (in physical or digital form) and such other documents, to/with such authorities and/or person(s) as may be deemed necessary to give effect to the above resolution, from time to time;
ii. certify the resolution and provide copy(ies) of the same, as may be deemed necessary from time to time:
iii. to negotiate, finalise, execute and deliver all engagement letters, agreements and such other documents, etc, as they may in their absolute discretion, deem necessary or desirable to implement the above resolution; and
iv. generally, do all such acts, deeds, and things as may be necessary to give effect to the aforesaid resolution and for all the matters connected therewith and/or incidental thereto and also to settle any question, difficulty or doubt that may arise in connection with the above resolution.
v. file the letter of offer with SEBI, Stock Exchanges or any other authorities as may be required.

RESOLVED FURTHER THAT the members of the Committee, be and are hereby severally authorised to certify the true copy of the aforementioned resolutions and furnish the same to the concerned authorities and/or individual as may be required for their record and necessary action(s)."

//Certified True Copy//

For Lloyds Enterprises Limited

Pranjal Pramod Mahapure

Digitally signed by Pranjal Pramod Mahapure
Date: 2025.08.22 11:22:50 +05'30'

Pranjal Mahapure

Company Secretary & Compliance Officer

ACS: 69408

Date: 22nd August 2025

Place: Mumbai