



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF LLOYDS ENTERPRISES LIMITED HELD ON MONDAY, 21ST JULY, 2025 VIA VIDEO CONFERENCING AT 11:00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT A2 2ND FLOOR, MADHU ESTATE, PANDURANG BUDHKAR MARG, LOWER PAREL, MUMBAI – 400013.

TO CONSIDER, DISCUSS & APPROVE RAISING OF FUNDS THROUGH RIGHTS ISSUE TO THE EXISTING SHAREHOLDERS OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(a), Section 179 read with Section 23(1)(c) and other applicable provisions of the Companies Act, 2013, along with the applicable Rules made thereunder, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof to the extent notified and in effect, each as amended (the **“Companies Act”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), the respective uniform listing agreements executed with the Stock Exchanges where the Equity Shares of Face Value of Re.1 each of the Company are listed (the **“Stock Exchanges”**), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and any other provisions of applicable law (**“Applicable Laws”**), and subject to other approval(s), permission(s) of the Securities and Exchange Board of India (**“SEBI”**), the Stock Exchanges, the Registrar of Companies, Mumbai (**“ROC”**) and any other concerned statutory and/or other authority(ies), if and to the extent necessary and such other approval(s) and permission(s) as may be necessary and subject to such condition(s) and/or modification(s) as may be prescribed or imposed in granting of such approval(s) and permission(s) by any of the aforesaid authorities and which may be agreed to by the Board of Directors of the Company (**“Board”**), which term shall include a duly authorized Committee thereof for the time being exercising the powers conferred by the Board, including the powers conferred by this resolution), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the approval of the Board of Directors be and is hereby accorded to offer, issue and allot such number of partly paid-up Equity Shares of face value of Re.1 each (the **“Equity Shares”**) by way of a rights issue to the existing Shareholders of the Company whose names appear on the Register of Members of the Company or on the list of Depositories as beneficial owners, as at the end of the business hours on such date as may hereafter be fixed by the Board for the rights issue as the record date (**“Record Date”** and such existing shareholders, the **“Eligible Equity Shareholders”**) or to such person or persons who may or may not be an Eligible Equity Shareholder(s) of the Company in whose favour the rights may be renounced (in full or in part) by the Eligible Equity Shareholders or in whose favour the Board may, in its discretion, allot Equity Shares in the rights issue, for an amount not exceeding **Rs. 99,900 Lakhs** (the **“Issue”**) proposed to be utilized as may be mentioned in the Draft Letter of Offer/ Letter of Offer to be issued by the Company in respect of the Issue, at such price (**“Issue Price”**) as may be determined by the Board and to list the Equity Shares, allotted pursuant to the Issue on the Stock Exchanges, on the following terms and conditions:

- (i) The offer on rights basis as set out above shall include a right exercisable by the Eligible Equity Shareholders to whom the offer is made to renounce the Equity Shares in favour of any other person(s), provided such renunciation is made on or prior to the closing of the Rights Issue in accordance with Applicable Law and that such other person(s) would be eligible to apply for Additional Equity Shares (as defined below), if any, subject to the application being made on or prior to the closing of the Issue and subject to Applicable Laws.
- (ii) Allotment shall be made in the following manner:

LLOYDS ENTERPRISES LIMITED



Registered Address: A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013

Tel: 022 - 6291 8111 Email: lloydsenterprises@lloyds.in www.lloydsenterprises.in

(CIN) L27100MH1986PLC041252



- a) Full allotment to those Eligible Equity Shareholders who have applied for their rights entitlement either in full or in part and also to the renouncee(s), who has/have applied for the Equity Shares renounced in their favour, in full or in part, as adjusted for fractional entitlement;
 - b) The Eligible Equity Shareholders to whom the Equity Shares are being offered shall be entitled to apply for additional Equity Shares ("Additional Equity Shares") over and above their rights entitlement provided that the Eligible Equity Shareholders have subscribed to their rights entitlement in full and the allotment of such Additional Equity Shares shall be made in the proportion to be decided by the Board in its discretion on an equitable basis, having regard to the number of Equity Shares held by the Eligible Equity Shareholder as on the Record Date, provided there is an under-subscribed portion after making allotment to those Eligible Equity Shareholders who have applied above;
 - c) Allotment to the renouncee(s), who having applied for the Equity Shares renounced in their favour and also applied for Additional Equity Shares, provided there is an under-subscribed portion after making full allotment specified in (a) and (b) above. The allotment of such Additional Equity Shares may be made on a proportionate basis;
 - d) It is clarified that in case of any inconsistency between this provision and the requirements of Applicable Laws, the respective Applicable Laws shall prevail.
- (iii) Such Equity Shares to be issued as are not subscribed in the Issue, including on account of disputed title, may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, deem beneficial to the Company and its shareholders, subject to compliance with Applicable Laws; and
- (iv) The Equity Shares issued pursuant to the Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company, Letter of Offer, application form, the provisions of Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI and other statutory and regulatory authority(ies) from time to time, approval(s), if any, from other regulatory authorities, the terms of the respective uniform listing agreements entered into by the Company with the Stock Exchanges and terms and conditions as stipulated in the Allotment Advice or Share Certificate, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including the right to receive dividend."

"RESOLVED FURTHER THAT that treatment of fractional entitlements shall be in a manner as will be disclosed in the offering documents in connection with the Issue."

"RESOLVED FURTHER THAT (i) all monies received out of the Issue shall be transferred to a separate bank account for the purpose of the Issue; (ii) the details of all monies utilized out of the Issue shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; (iii) details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested; (iv) the Company shall utilize the monies received pursuant to the Issue only after the receipt of listing and trading approvals in respect of the Equity Shares, in accordance with the terms and conditions set out in the letter of offer issued in connection with the Issue."

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"RESOLVED FURTHER THAT Rights Issue Committee (herein after referred to as **"Committee"**) comprising of

- i. Mr. Babulal Agarwal, Chairman & Managing Director (DIN:00029389);
- ii. Mr. Rajesh Gupta, Executive Director (DIN: 00028379);
- iii. Mr. Vikram Shah, Independent Director (DIN: 00824376);
- iv. Mr. Viresh Sohoni, Chief Financial Officer and
- v. Ms. Pranjal Mahapure, Company Secretary and Compliance Officer.

be and is hereby constituted and the powers of the Board in respect of the Rights Issue be delegated to the Committee and each member of the Committee be and is hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authority(ies) as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board and/or Committee in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof (including applications filed with any regulatory authority) are hereby ratified, confirmed and approved as the act and deed of the Board and/or Committee, as the case may be."

"RESOLVED FURTHER THAT the Members of the Committee be and are hereby severally authorized to take the following actions, for and on behalf of the Company:

- i. to negotiate, finalise, settle, sign and execute the Issue Agreement, if any, Underwriting Agreement, if any, Monitoring Agency Agreement, Registrar Agreement, Advertisement Agency Agreement, Banker to the Issue Agreement and all other necessary documents, deeds, agreements and instruments;
- ii. to take necessary actions and steps for obtaining relevant approvals, consents from SEBI, Stock Exchanges, ROC and such other authorities and third parties as may be necessary in relation to the Issue;
- iii. to finalise Letter of Offer, Application Form, any related corrigenda or addenda and other documents and upon approval of the same by the Rights Issue Committee, to file the same, as applicable, with SEBI, the Stock Exchanges, ROC, Ministry of Corporate Affairs and other concerned authorities and issue the same to the Shareholders of the Company;
- iv. to approve all notices, including any advertisements required to be issued, as may be necessary or allowed by SEBI and such other applicable authorities and to decide on other terms and conditions of the Issue;
- v. to make applications for listing of the Equity Shares of the Company on the Stock Exchanges and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the Stock Exchanges;

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- vi. to represent the Company before SEBI, Stock Exchanges and other appropriate statutory / regulatory / government authority(ies) and department(s) as may be necessary;
- vii. to apply to regulatory authorities seeking their approval, if any, for allotment of any unsubscribed portion of the Issue (in favor of the parties willing to subscribe to the same), to the extent required under Applicable Laws;
- viii. to sign the listing applications, print share certificates and dispatch refund orders or process refund payments;
- ix. to file necessary return(s), make declaration(s) / announcement(s) and to furnish information, etc., to the concerned authority(ies) in connection with Issue; and
- x. to do all such acts, deeds, matters and things, which they may in their discretion deem necessary or desirable for the purposes of giving effect to this resolution."

RESOLVED FURTHER THAT the Directors and/or Key Managerial Personnel of the Company, 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 Mahapure
Company Secretary & Compliance Officer
ACS: 69408



Date: 21st July 2025

Place: Mumbai

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