

BABULAL AGARWAL

Flat No- 2701, 26th Floor, Pearl Residency

956, Sayani Road Opp Arya Honda Showroom, Prabhadevi, Mumbai 400025, Mumbai City, Maharashtra

Date: 21st July, 2025

To

The Board of Directors

Lloyds Enterprises Limited

A2, 2nd Floor, Madhu Estate

Pandurang Budhkar Marg

Lower Parel Mumbai 400013

Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the “Equity Shares”) by Lloyds Enterprises Limited (the “Company”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable laws (the “Issue”)

I, Babulal Agarwal, being the Director of the Company hereby give my consent to add my name and other details mentioned herein being included as Chairman & Managing Director of the Company in the Draft Letter of Offer (“**DLOF**”) intended to be filed by the Company with BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (the “**Stock Exchanges**”) and Letter of Offer (“**LOF**”) to be filed by the Company with the Securities and exchange Board of India (“**SEBI**”) and the Stock Exchanges, where the Equity Shares are proposed to be listed.

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchange, and any other regulatory authorities as may be required.

I will be responsible for Responsible for overseeing compliance with securities laws, execution of the Rights Issue, and redressal of investor grievances in connection with the Issue and subsequent listing. The following details with respect to me may be disclosed in the Issue Documents:

Name: Babulal Agarwal

Designation: Chairman & Managing Director

Address: Lloyds Enterprises Limited A2, 2nd Floor, Madhu Estate Pandurang Budhkar Marg Lower Parel Mumbai 400013 Maharashtra India

Email: blagarwal@lloyds.in

I further confirm that the above information in relation to me is true and correct.

I confirm that I will immediately communicate any changes in writing in the above information to the Company until the date when the Equity Shares that are allotted and transferred in the Issue, commence trading on the Stock Exchange. In the absence of any such communication from us, the Legal Counsel to the issue, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchange pursuant to the issue.

This consent letter is for information and for inclusion (in part or in full) in the Issue Documents, and may be relied upon by the Company, the Legal Counsel in relation to the Issue.

BABULAL AGARWAL

Flat No- 2701, 26th Floor, Pearl Residency

956, Sayani Road Opp Arya Honda Showroom, Prabhadevi, Mumbai 400025, Mumbai City, Maharashtra

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents.

Yours faithfully,

For and on behalf of **Lloyds Enterprises Limited**



Authorized signatory

Designation: Chairman & Managing Director

Name: Babulal Agarwal

CC:

Legal Counsel to the Issue

Rajani Associates

Advocates and Solicitors

204-207 Krishna Chambers

59 New Marine Lines

Mumbai 400020

MANESH VARKEY CHERIAN
JN-2/18-A/7, Mahalaxmi Apartment Sector - 10,
Navi Mumbai, Vashi, Mumbai 400703, Maharashtra

Date: 21st July, 2025

To
The Board of Directors
Lloyds Enterprises Limited
A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, Manesh Varkey Cheria, Non-Executive Director, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form and/or context and consent to the inclusion of this information in the Draft Letter of Offer and other Issue related material ("**Issue Documents**").

I am eligible to be appointed and have been validly appointed as a director of the Company under applicable laws, including the provisions of the Companies Act, 1956 or Companies Act, 2013, as applicable ("**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on August 6, 2018 and am not otherwise disqualified from appointment/re-appointment as director under the Companies Act 2013, as on the date of the Draft Letter of Offer.

I hereby confirm the following:

- (i) I certify the information in respect of me, attached as **Annexure 1**, is true, correct and complete.
- (ii) I confirm that as per the Form MBP-I dated April 01, 2025 and except as detailed in Annexure 1, I do not hold directorship in any other company in India.
- (iii) Neither I, nor any of my relatives have entered into a financing arrangement to finance the purchase by any person of securities of the Company other than in the normal course of my business, during the period of six months immediately preceding the date of the Draft Letter of Offer.
- (iv) I confirm that the Director Identification Number ("**DIN**") allotted to me is 02244855, and I do not hold multiple DINs.
- (v) I am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, or banker in relation to the Issue or any such intermediary appointed in connection with the Issue.
- (vi) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company.
- (vii) I have not entered into a service contract with the Company relating to my appointment and remuneration or providing for benefits upon termination of my directorship.
- (viii) I am not related to any other director of the Company.
- (ix) I am not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by Securities and Exchange Board of India ("**SEBI**").

MANESH VARKEY CHERIAN

JN-2/18-A/7, Mahalaxmi Apartment Sector - 10,
Navi Mumbai, Vashi, Mumbai 400703, Maharashtra

- (x) I am not a whole-time director or promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Draft Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (xi) None of the companies of which I am a director or promoter are debarred or prohibited from accessing the capital market by SEBI.
- (xii) I have not been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018.
- (xiii) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date.
- (xiv) I confirm that no show-cause notice, has been issued or are pending against me by SEBI as on the reference date. There is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xv) I confirm that I have not been identified as a wilful defaulter by the Reserve Bank of India ("**RBI**") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines of wilful defaulters issued by the RBI.
- (xvi) I am not associated with the securities market in any other manner.
- (xvii) Of the listed companies of which I was a director in the last five years or currently am a director, none of the shares of such listed companies have been suspended from trading on any of the stock exchange, during my tenure as a director.
- (xviii) I hereby confirm that I have not and shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xix) I hereby confirm that I have no interest in the objects of the Issue.
- (xx) I have read and complied with the provisions of the Companies Act, 2013, as amended. I am not a director of:
 - a) more than twenty companies,
 - b) more than ten public companies, (including private companies that are either holding or subsidiary company of a public company).
- (xxi) I am not a member in more than ten committees or act as Chairman of more than five committees across all companies in which I am a director.

I confirm that I will immediately inform you of any changes to the above information until the date when the Equity Shares, issued pursuant to the Issue, commence trading BSE Limited ("**BSE**") (the "**Stock Exchange**"). In the absence of any such communication from me, the above information should be taken as updated information until the said Equity Shares commence trading on the Stock Exchange.

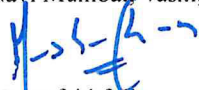
All capitalized terms that are not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This letter may be produced in any actual/potential proceeding or actual/potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defense in any claim or proceedings in connection with the contents of the Issue Document.

MANESH VARKEY CHERIAN

JN-2/18-A/7, Mahalaxmi Apartment Sector - 10,
Navi Mumbai, Vashi, Mumbai 400703, Maharashtra


Yours faithfully

Name: Mr. Manesh Varkey Cherian
Designation: Non-Executive Director
DIN: 02244855
Encl: Annexure 1: Profile of the Director

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates and Solicitors
204-207 Krishna Chambers
59 New Marine Lines
Mumbai 400020

MANESH VARKEY CHERIAN

JN-2/18-A/7, Mahalaxmi Apartment Sector - 10,
Navi Mumbai, Vashi, Mumbai 400703, Maharashtra

Annexure 1 — Director's profile

1. Name: Mr. Manesh Varkey Cherian
2. Date of birth: July 06, 1982
3. Age: 43 years
4. DIN: 02244855
5. Address: A/34, MiraaJ Residency CHS, Off Marve Road, Behind Jay Nagar, Jankalyan Nagar, Malad West, Mumbai- 400095, Maharashtra
6. Occupation: Legal Advisor
7. Nationality: Indian
8. Tenure of the current appointment: liable to retire by rotation
9. Period of directorship in the Company: 5 years
10. Directorships in other companies: Nil

RAJESH R GUPTA

Flat No. 1201, 133 Annie Besant 133, Dr. Annie Besant Road Worli,
Mumbai 400018, Mumbai City, Maharashtra

Date: 21st July, 2025

To

The Board of Directors

Lloyds Enterprises Limited

A2, 2nd Floor, Madhu Estate

Pandurang Budhkar Marg

Lower Parel Mumbai 400013

Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, Rajesh R Gupta, Executive Director, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form and/or context and consent to the inclusion of this information in the Draft Letter of Offer and other Issue related material ("**Issue Documents**").

I am eligible to be appointed and have been validly appointed as a director of the Company under applicable laws, including the provisions of the Companies Act, 1956 or Companies Act, 2013, as applicable ("**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on August 6, 2018 and am not otherwise disqualified from appointment/re-appointment as director under the Companies Act 2013, as on the date of the Draft Letter of Offer.

I hereby confirm the following:

- (i) I certify the information in respect of me, attached as **Annexure 1**, is true, correct and complete.
- (ii) I confirm that as per the Form MBP-I dated April 01, 2025 and except as detailed in Annexure 1, I do not hold directorship in any other company in India.
- (iii) Neither I, nor any of my relatives have entered into a financing arrangement to finance the purchase by any person of securities of the Company other than in the normal course of my business, during the period of six months immediately preceding the date of the Draft Letter of Offer.
- (iv) I confirm that the Director Identification Number ("**DIN**") allotted to me is 00028379, and I do not hold multiple DINs.
- (v) I am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, or banker in relation to the Issue or any such intermediary appointed in connection with the Issue.
- (vi) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company.

RAJESH R GUPTA

Flat No. 1201, 133 Annie Besant 133, Dr. Annie Besant Road Worli,
Mumbai 400018, Mumbai City, Maharashtra

- (vii) I have not entered into a service contract with the Company relating to my appointment and remuneration or providing for benefits upon termination of my directorship.
- (viii) I am nephew of Mr. Babulal Agarwal. Except as stated, I am not related to any other director of the Company.
- (ix) I am not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by Securities and Exchange Board of India ("SEBI").
- (x) I am not a whole-time director or promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Draft Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (xi) None of the companies of which I am a director or promoter are debarred or prohibited from accessing the capital market by SEBI.
- (xii) I have not been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018.
- (xiii) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date.
- (xiv) I confirm that no show-cause notice, has been issued or are pending against me by SEBI as on the reference date. There is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xv) I confirm that I have not been identified as a wilful defaulter by the Reserve Bank of India ("RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines of wilful defaulters issued by the RBI.
- (xvi) I am not associated with the securities market in any other manner.
- (xvii) Of the listed companies of which I was a director in the last five years or currently am a director, none of the shares of such listed companies have been suspended from trading on any of the stock exchange, during my tenure as a director.
- (xviii) I hereby confirm that I have not and shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xix) I hereby confirm that I have no interest in the objects of the Issue.
- (xx) I have read and complied with the provisions of the Companies Act, 2013, as amended. I am not a director of:
 - a) more than twenty companies,
 - b) more than ten public companies, (including private companies that are either holding or subsidiary company of a public company).

RAJESH R GUPTA

Flat No. 1201, 133 Annie Besant 133, Dr. Annie Besant Road Worli,
Mumbai 400018, Mumbai City, Maharashtra

(xxi) I am not a member in more than ten committees or act as Chairman of more than five committees across all companies in which I am a director.

I confirm that I will immediately inform you of any changes to the above information until the date when the Equity Shares, issued pursuant to the Issue, commence trading BSE Limited ("BSE") (the "Stock Exchange"). In the absence of any such communication from me, the above information should be taken as updated information until the said Equity Shares commence trading on the Stock Exchange.

All capitalized terms that are not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This letter may be produced in any actual/potential proceeding or actual/potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defense any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully



Name: Mr. Rajesh R Gupta
Designation: Executive Director
DIN:00028379
Encl: Annexure 1: Profile of the Director

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates and Solicitors
204-207 Krishna Chambers
59 New Marine Lines
Mumbai 400020

RAJESH R GUPTA

Flat No. 1201, 133 Annie Besant 133, Dr. Annie Besant Road Worli,
Mumbai 400018, Mumbai City, Maharashtra

Annexure 1 — Director's profile

1. Name: Mr. Rajesh R Gupta
2. Date of birth: October 10, 1964
3. Age: 60 years
4. DIN:00028379
5. Address: Flat No.1201, 133 Annie Besant, 133 Dr. Annie Besant Road, Worli, Mumbai-400018, Mumbai City, Maharashtra
6. Occupation: Business
7. Nationality: Indian
8. Tenure of the current appointment: Liable to retire by rotation
9. Period of directorship in the Company: 2 years
10. Directorships in other companies: as per below details:

Sr. No.	Name of Companies	Designation
1	Lloyds Metals and Energy Limited	Managing Director
2	Lloyds Surya Private Limited	Director
3	Lloyds Logistics Private Limited	Director
4	Lloyds Infinite Foundation	Director
5	R2TM Private Limited	Director
6	BBV Forum	Director

J P DANGE

132/1, Shree Gajanan H.No 5, Deepa Society,
Near HDFC Bank, Pashan, Pune 411021, Maharashtra

Date: 21st July, 2025

The Board of Directors**Lloyds Enterprises Limited**

A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Sir(s)/Madam(s)

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, J P Dange, Independent Director, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form and/or context and consent to the inclusion of this information in the Draft Letter of Offer and other Issue related material ("**Issue Documents**").

I am eligible to be appointed and have been validly appointed as a director of the Company under applicable laws, including the provisions of the Companies Act, 1956 or Companies Act, 2013, as applicable ("Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on April 27, 2022 and am not otherwise disqualified from appointment/re-appointment as director under the Companies Act, 2013 as on the date of the Letter of Offer.

I hereby confirm the following:

- (i) I certify the information in respect of me, attached as **Annexure 1** and **Annexure 2**, are true, correct, complete and not misleading.
- (ii) I confirm that as per the Form MBP-I dated April 01, 2025, except as detailed in Annexure 1, I do not hold directorship in any other company in India.
- (iii) Neither I, nor any of my relatives have entered into a financing arrangement to finance the purchase by any person of securities of the Company other than in the normal course of my business, during the period of six months immediately preceding the date of the Letter of Offer.
- (iv) I confirm that the Director Identification Number ("**DIN**") allotted to me is 01569430, and I do not hold multiple DINs.
- (v) I am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, or banker in relation to the Issue or any such intermediary appointed in connection with the Issue.
- (vi) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company.
- (vii) I have not entered into a service contract with the Company relating to my appointment and remuneration or providing for benefits upon termination of my directorship.
- (viii) I am not related to any other director of the Company.
- (ix) I am not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by Securities and Exchange Board of India ("**SEBI**").

I am not a whole-time director or promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange

J P DANGE

132/1, Shree Gajanan H.No 5, Deepa Society,
Near HDFC Bank, Pashan, Pune 411021, Maharashtra

Board of India (Delisting of Equity Shares) Regulations, 2021, as amended of the listed companies of which I was/am a director.

- (x) None of the companies of which I am a director or promoter are debarred or prohibited from accessing the capital market by SEBI.
- (xi) I have not been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018.
- (xii) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xiii) I confirm that no show-cause notice, have been issued or are pending against me by SEBI as on the reference date. There is no show cause notice issued by SEBI or the adjudicating officer in a proceeding for the imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xiv) I confirm that I have not been identified as a wilful defaulter by the Reserve Bank of India ("RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines of wilful defaulters issued by the RBI.
- (xv) I am not associated with the securities market in any other manner.

Of the listed companies of which I was a director in the last five years or currently am a director, none of the shares of such listed companies have been suspended from trading on any of the stock exchange, during my tenure as a director.

- (xvi) I hereby confirm that I have not and shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xvii) I hereby confirm that I have no interest in the objects of the Issue.
- (xviii) I have read and complied with the provisions of the Companies Act, 2013, as amended. I am not a director of:
 - a) more than twenty companies,
 - b) more than ten public companies, (including private companies that are either holding or subsidiary company of a public company).
- (xix) I am not a member in more than ten committees or act as Chairperson of more than five committees across all companies in which I am a director.

I confirm that I will immediately inform you of any changes to the above information until the date when the Equity Shares, issued pursuant to the Issue, commence trading on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "Stock Exchange"). In the absence of any such communication from me, the above information should be taken as updated information until the said Equity Shares commence trading on the Stock Exchange.

All capitalized terms that are not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer.

This certificate may be relied upon by the Dvisor to the issue and the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This certificate may be relied upon by the Dvisor to the issue and the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

J P DANGE



132/1, Shree Gajanan H.No 5, Deepa Society,
Near HDFC Bank, Pashan, Pune 411021, Maharashtra

This letter may be produced in any actual/potential proceeding or actual/potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defense the Director to the issue may wish to advance in any claim or proceedings in connection with the contents of the Issue Document.

Faithfully,

J P

DANGE

Digitally signed by J
P DANGE
Date: 2025.07.21
15:10:49 +05'30'

Name: J P Dange

Designation: Independent Director

DIN: 01569430

Encl: Annexure 1: Profile of the Director

CC:

Legal Counsel to the Issue

Rajani Associates

Advocates and Solicitors

204-207 Krishna Chambers

59 New Marine Lines

Mumbai 400020

J P DANGE

132/1, Shree Gajanan H.No 5, Deepa Society,
Near HDFC Bank, Pashan, Pune 411021, Maharashtra

Annexure 1 — Director's profile

1. Name: J P Dange
2. Date of birth: June 01, 1951
3. Age: 74 years
4. DIN: 01569430
5. Profession: Business
6. Address: S.R. No. 132/1, Shree Gajanan H. No. 5, Deepa Society, Near HDFC Bank, Pashan, Pune – 411021, Maharashtra
7. Nationality: Indian
8. Tenure of the current appointment: October 25, 2024 to October 24, 2029
9. Period of directorship in the Company: 8 months
10. Directorships in other companies: as per below details:

Sr. No.	Name of Companies	Designations
1	Maharashtra Small Scale Industries Development Corporation Limited	Additional Director
2	Allana Consumer Products Limited	Director
3	Curiosity Educom Private Limited	Director
4	SSG Renew-Tech Private Limited	Director

J P DANGE

132/1, Shree Gajanan H.No 5, Deepa Society,
Near HDFC Bank, Pashan, Pune 411021, Maharashtra

Annexure 2: Confirmation of Independence of Independent Director

I, J P Dange, hereby certify, undertake and confirm that I am an "Independent Director" of the Company in terms of the definition of that term provided in Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and also in terms of the definition of that term defined under the Companies Act, 2013, and have been appointed on the Board with effect from October 25, 2024 communicated vide the appointment letter dated January 20, 2025.

Without prejudice to the generality of the first paragraph, I hereby certify, undertake and confirm:

- (a) I am not, nor in the past have been, a promoter of the Company or its holding, subsidiary or associate company or a member of the promoter group of the Company;
- (b) I am not related to any of the promoter or directors of the Company or its holding, subsidiary or associate company;
- (c) I do not have or have had any pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent. of my total income with the Company or its holding, subsidiary or associate company, or their promoters or directors during the three immediately preceding financial years or during the current financial year;
- (d) None of my relatives are holding any security of or interest in the Company or its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value which exceeds fifty lakh rupees or two percent of the paid-up capital of the Company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
- (e) None of my relatives are indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
- (f) None of my relatives have given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount not exceeding fifty lakh rupees during the two immediately preceding financial years or during the current financial year;
- (g) None of my relatives have any other pecuniary transaction or relationship with the Company or its holding, subsidiary or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (d) to (f);
- (h) The pecuniary relationship or transaction with the Company or its holding, subsidiary or associate company or their promoters or directors in relation to points (d) to (g) above have not exceeded two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower;
- (i) I am not holding, and in the past have not held the position of a key managerial personnel and am not and have not been an employee of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (j) None of my relatives holds or has held the position of a key managerial personnel of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (k) Neither I nor any of my relatives have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed, of:
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or

J P DANGE

132/1, Shree Gajanan H.No 5, Deepa Society,
Near HDFC Bank, Pashan, Pune 411021, Maharashtra

- (ii) any legal or consulting firm that has or had any transaction with the Company or its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm.
- (l) I, together with my relatives, do not hold two per cent or more of the total voting power of the Company;
- (m) I am compliant with the conditions of appointment outlined by the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended;
- (n) Neither I nor any of my relatives is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its promoter, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;
- (o) Neither I, nor any of my relatives are material suppliers, service providers or customers or a lessor or lessee of the Company;
- (p) I am above 74 years of age;
- (q) I am not a non-independent director of another company on the board of which any non independent director of the Company is an Independent Director; and
- (r) I do not serve on the board of directors of more than seven listed companies as an Independent Director.

MOHINDER ANAND

JN-2/18-A/7, Mahalaxmi Apt Sector - 10, Navi Mumbai,
Vashi, Mumbai 400703, Maharashtra

Date: 21st July, 2025

To

The Board of Directors

Lloyds Enterprises Limited

A2, 2nd Floor, Madhu Estate

Pandurang Budhkar Marg

Lower Parel Mumbai 400013

Maharashtra India

Dear Sir(s)/Madam(s)

Sub: **Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")**

I, Mohinder Anand, Independent Director, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form and/or context and consent to the inclusion of this information in the Draft Letter of Offer and other Issue related material ("**Issue Documents**").

I am eligible to be appointed and have been validly appointed as a director of the Company under applicable laws, including the provisions of the Companies Act, 1956 or Companies Act, 2013, as applicable ("**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on April 27, 2022 and am not otherwise disqualified from appointment/re-appointment as director under the Companies Act, 2013 as on the date of the Letter of Offer.

I hereby confirm the following:

- (i) I certify the information in respect of me, attached as **Annexure 1** and **Annexure 2**, are true, correct, complete and not misleading.
- (ii) I confirm that as per the Form MBP-I dated April 01, 2025, except as detailed in Annexure 1, I do not hold directorship in any other company in India.
- (iii) Neither I, nor any of my relatives have entered into a financing arrangement to finance the purchase by any person of securities of the Company other than in the normal course of my business, during the period of six months immediately preceding the date of the Letter of Offer.
- (iv) I confirm that the Director Identification Number ("**DIN**") allotted to me is 08156946, and I do not hold multiple DINs.
- (v) I am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, or banker in relation to the Issue or any such intermediary appointed in connection with the Issue.
- (vi) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company.
- (vii) I have not entered into a service contract with the Company relating to my appointment and remuneration or providing for benefits upon termination of my directorship.
- (viii) I am not related to any other director of the Company
- (ix) I am not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by Securities and Exchange Board of India ("**SEBI**").

MOHINDER ANAND

JN-2/18-A/7, Mahalaxmi Apt Sector - 10, Navi Mumbai,
Vashi, Mumbai 400703, Maharashtra

- (x) I am not a whole-time director or promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended of the listed companies of which I was/am a director.
- (xi) None of the companies of which I am a director or promoter are debarred or prohibited from accessing the capital market by SEBI.
- (xii) I have not been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018.
- (xiii) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xiv) I confirm that no show-cause notice, have been issued or are pending against me by SEBI as on the reference date. There is no show cause notice issued by SEBI or the adjudicating officer in a proceeding for the imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xv) I confirm that I have not been identified as a wilful defaulter by the Reserve Bank of India ("RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines of wilful defaulters issued by the RBI.
- (xvi) I am not associated with the securities market in any other manner.

Of the listed companies of which I was a director in the last five years or currently am a director, none of the shares of such listed companies have been suspended from trading on any of the stock exchange, during my tenure as a director.
- (xvii) I hereby confirm that I have not and shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xviii) I hereby confirm that I have no interest in the objects of the Issue.
- (xix) I have read and complied with the provisions of the Companies Act, 2013, as amended. I am not a director of:
 - a) more than twenty companies,
 - b) more than ten public companies, (including private companies that are either holding or subsidiary company of a public company).
- (xx) I am not a member in more than ten committees or act as Chairperson of more than five committees across all companies in which I am a director.

I confirm that I will immediately inform you of any changes to the above information until the date when the Equity Shares, issued pursuant to the Issue, commence trading on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "**Stock Exchange**"). In the absence of any such communication from me, the above information should be taken as updated information until the said Equity Shares commence trading on the Stock Exchange.

All capitalized terms that are not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts

MOHINDER ANAND

JN-2/18-A/7, Mahalaxmi Apt Sector - 10, Navi Mumbai,
Vashi, Mumbai 400703, Maharashtra

thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This letter may be produced in any actual/potential proceeding or actual/potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defense in any claim or proceedings in connection with the contents of the Issue Document.

Faithfully,



Name: Mohinder Anand

Designation: Independent Director

DIN: 08156946

Encl: Annexure 1: Profile of the Director

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates and Solicitors
204-207 Krishna Chambers
59 New Marine Lines
Mumbai 400020

MOHINDER ANAND

JN-2/18-A/7, Mahalaxmi Apt Sector - 10, Navi Mumbai,
Vashi, Mumbai 400703, Maharashtra

Annexure 1 — Director's profile

1. Name: Mohinder Anand
2. Date of birth: August 13, 1954
3. Age: 70 Years
4. DIN: 08156946
5. Profession: Retired
6. Address: JN-2/18-A/7, Mahalaxmi Apt, Sector – 10, Navi Mumbai, Vashi, Mumbai – 400703, Maharashtra
7. Nationality: Indian
8. Tenure of the current appointment: 26th June 2023 to 25th June 2028
9. Period of directorship in the Company: 7 years
10. Directorships in other companies: as per below details:
Nil

MOHINDER ANAND

JN-2/18-A/7, Mahalaxmi Apt Sector - 10, Navi Mumbai,
Vashi, Mumbai 400703, Maharashtra

Annexure 2: Confirmation of Independence of Independent Director

I, Mohinder Anand, hereby certify, undertake and confirm that I am an "Independent Director" of the Company in terms of the definition of that term provided in Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and also in terms of the definition of that term defined under the Companies Act, 2013, and have been appointed on the Board with effect from June 26, 2018 communicated vide the appointment letter dated 19th July, 2023.

Without prejudice to the generality of the first paragraph, I hereby certify, undertake and confirm:

- (a) I am not, nor in the past have been, a promoter of the Company or its holding, subsidiary or associate company or a member of the promoter group of the Company;
- (b) I am not related to any of the promoter or directors of the Company or its holding, subsidiary or associate company;
- (c) I do not have or have had any pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent. of my total income with the Company or its holding, subsidiary or associate company, or their promoters or directors during the three immediately preceding financial years or during the current financial year;
- (d) None of my relatives are holding any security of or interest in the Company or its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value which exceeds fifty lakh rupees or two percent of the paid-up capital of the Company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
- (e) None of my relatives are indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
- (f) None of my relatives have given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount not exceeding fifty lakh rupees during the two immediately preceding financial years or during the current financial year;
- (g) None of my relatives have any other pecuniary transaction or relationship with the Company or its holding, subsidiary or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (d) to (f);
- (h) The pecuniary relationship or transaction with the Company or its holding, subsidiary or associate company or their promoters or directors in relation to points (d) to (g) above have not exceeded two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower;
- (i) I am not holding, and in the past have not held the position of a key managerial personnel and am not and have not been an employee of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (j) None of my relatives holds or has held the position of a key managerial personnel of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (k) Neither I nor any of my relatives have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed, of:
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or

MOHINDER ANAND

JN-2/18-A/7, Mahalaxmi Apt Sector - 10, Navi Mumbai,
Vashi, Mumbai 400703, Maharashtra

- (ii) any legal or consulting firm that has or had any transaction with the Company or its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm.
- (l) I, together with my relatives, do not hold two per cent or more of the total voting power of the Company;
- (m) I am compliant with the conditions of appointment outlined by the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended;
- (n) Neither I nor any of my relatives is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its promoter, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;
- (o) Neither I, nor any of my relatives are material suppliers, service providers or customers or a lessor or lessee of the Company;
- (p) I am above 70 years of age;
- (q) I am not a non-independent director of another company on the board of which any non independent director of the Company is an Independent Director; and
- (r) I do not serve on the board of directors of more than seven listed companies as an Independent Director.

SANDEEP SUHAS AOLE

Flat No. A-1003, 10th Floor, A-Wing, Gundecha Symphony, Off New Link Road,
Fun Republic Lane, Veera Desai Road, Andheri West Mumbai 400053, Azad Nagar, Maharashtra

Date: 21st July, 2025

To
The Board of Directors
Lloyds Enterprises Limited
A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Sir(s)/Madam(s)

Sub: **Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")**

I, Sandeep Suhas Aole, Independent Director, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form and/or context and consent to the inclusion of this information in the Draft Letter of Offer and other Issue related material ("**Issue Documents**").

I am eligible to be appointed and have been validly appointed as a director of the Company under applicable laws, including the provisions of the Companies Act, 1956 or Companies Act, 2013, as applicable ("**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on April 27, 2022 and am not otherwise disqualified from appointment/re-appointment as director under the Companies Act, 2013 as on the date of the Letter of Offer.

I hereby confirm the following:

- (i) I certify the information in respect of me, attached as **Annexure 1** and **Annexure 2**, are true, correct, complete and not misleading.
- (ii) I confirm that as per the Form MBP-I dated April 01, 2025, except as detailed in Annexure 1, I do not hold directorship in any other company in India.
- (iii) Neither I, nor any of my relatives have entered into a financing arrangement to finance the purchase by any person of securities of the Company other than in the normal course of my business, during the period of six months immediately preceding the date of the Letter of Offer.
- (iv) I confirm that the Director Identification Number ("**DIN**") allotted to me is 01786387, and I do not hold multiple DINs.
- (v) I am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, or banker in relation to the Issue or any such intermediary appointed in connection with the Issue.
- (vi) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company.
- (vii) I have not entered into a service contract with the Company relating to my appointment and remuneration or providing for benefits upon termination of my directorship.
- (viii) I am not related to any other director of the Company.
- (ix) I am not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by Securities and Exchange Board of India ("**SEBI**").

SANDEEP SUHAS AOLE

Flat No. A-1003, 10th Floor, A-Wing, Gundecha Symphony, Off New Link Road,
Fun Republic Lane, Veera Desai Road, Andheri West Mumbai 400053, Azad Nagar, Maharashtra

I am not a whole-time director or promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended of the listed companies of which I was/am a director.

- (x) None of the companies of which I am a director or promoter are debarred or prohibited from accessing the capital market by SEBI.
- (xi) I have not been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018.
- (xii) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xiii) I confirm that no show-cause notice, have been issued or are pending against me by SEBI as on the reference date. There is no show cause notice issued by SEBI or the adjudicating officer in a proceeding for the imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xiv) I confirm that I have not been identified as a wilful defaulter by the Reserve Bank of India ("RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines of wilful defaulters issued by the RBI.
- (xv) I am not associated with the securities market in any other manner.

Of the listed companies of which I was a director in the last five years or currently am a director, none of the shares of such listed companies have been suspended from trading on any of the stock exchange, during my tenure as a director.

- (xvi) I hereby confirm that I have not and shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xvii) I hereby confirm that I have no interest in the objects of the Issue.
- (xviii) I have read and complied with the provisions of the Companies Act, 2013, as amended. I am not a director of:
 - a) more than twenty companies,
 - b) more than ten public companies, (including private companies that are either holding or subsidiary company of a public company).
- (xix) I am not a member in more than ten committees or act as Chairperson of more than five committees across all companies in which I am a director.

I confirm that I will immediately inform you of any changes to the above information until the date when the Equity Shares, issued pursuant to the Issue, commence trading on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "Stock Exchange"). In the absence of any such communication from me, the above information should be taken as updated information until the said Equity Shares commence trading on the Stock Exchange.

All capitalized terms that are not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts

SANDEEP SUHAS AOLE

Flat No. A-1003, 10th Floor, A-Wing, Gundecha Symphony, Off New Link Road,
Fun Republic Lane, Veera Desai Road, Andheri West Mumbai 400053, Azad Nagar, Maharashtra

thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This letter may be produced in any actual/potential proceeding or actual/potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defense in any claim or proceedings in connection with the contents of the Issue Document.

Faithfully,



Name: Sandeep Suhas Aole
Designation: Independent Director
DIN: 01786387

Encl: Annexure 1: Profile of the Director

CC:

Legal counsel to the Issue
Rajani Associates
Advocates and Solicitors
204-207 Krishna Chambers
59 New Marine Lines
Mumbai 400020

SANDEEP SUHAS AOLE

Flat No. A-1003, 10th Floor, A-Wing, Gundecha Symphony, Off New Link Road,
Fun Republic Lane, Veera Desai Road, Andheri West Mumbai 400053, Azad Nagar, Maharashtra

Annexure 1 — Director's profile

1. Name: Sandeep Suhas Aole
2. Date of birth: May 01, 1974
3. Age: 51 years
4. DIN: 01786387
5. Profession: Advocate
6. Address: Flat No. A-1003, 10th Floor, A-Wing, Gundecha Symphony, Off New Link Road, Fun Republic Lane, Veera Desai Road, Andheri West, Azad Nagar, Andheri West, Mumbai – 400053, Azad Nagar, Maharashtra
7. Nationality: Indian
8. Tenure of the current appointment: May 27, 2022 to May 26, 2027
9. Period of directorship in the Company: 3 Years
10. Directorships in other companies: as per below details: Nil

Annexure 2: Confirmation of Independence of Independent Director

I, Sandeep Suhas Aole, hereby certify, undertake and confirm that I am an "Independent Director" of the Company in terms of the definition of that term provided in Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and also in terms of the definition of that term defined under the Companies Act, 2013, and have been appointed on the Board with effect from May 27, 2022 communicated vide the appointment letter dated August 25, 2022.

Without prejudice to the generality of the first paragraph, I hereby certify, undertake and confirm:

- (a) I am not, nor in the past have been, a promoter of the Company or its holding, subsidiary or associate company or a member of the promoter group of the Company;
- (b) I am not related to any of the promoter or directors of the Company or its holding, subsidiary or associate company;
- (c) I do not have or have had any pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent. of my total income with the Company or its holding, subsidiary or associate company, or their promoters or directors during the three immediately preceding financial years or during the current financial year;
- (d) None of my relatives are holding any security of or interest in the Company or its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value which exceeds fifty lakh rupees or two percent of the paid-up capital of the Company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
- (e) None of my relatives are indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
- (f) None of my relatives have given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount not exceeding fifty lakh rupees during the two immediately preceding financial years or during the current financial year;

SANDEEP SUHAS AOLE

Flat No. A-1003, 10th Floor, A-Wing, Gundecha Symphony, Off New Link Road,
Fun Republic Lane, Veera Desai Road, Andheri West Mumbai 400053, Azad Nagar, Maharashtra

- (g) None of my relatives have any other pecuniary transaction or relationship with the Company or its holding, subsidiary or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (d) to (f);
- (h) The pecuniary relationship or transaction with the Company or its holding, subsidiary or associate company or their promoters or directors in relation to points (d) to (g) above have not exceeded two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower;
- (i) I am not holding, and in the past have not held the position of a key managerial personnel and am not and have not been an employee of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (j) None of my relatives holds or has held the position of a key managerial personnel of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (k) Neither I nor any of my relatives have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed, of:
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
 - (ii) any legal or consulting firm that has or had any transaction with the Company or its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm.
- (l) I, together with my relatives, do not hold two per cent or more of the total voting power of the Company;
- (m) I am compliant with the conditions of appointment outlined by the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended;
- (n) Neither I nor any of my relatives is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its promoter, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;
- (o) Neither I, nor any of my relatives are material suppliers, service providers or customers or a lessor or lessee of the Company;
- (p) I am above 51 years years of age;
- (q) I am not a non-independent director of another company on the board of which any non independent director of the Company is an Independent Director; and
- (r) I do not serve on the board of directors of more than seven listed companies as an Independent Director.

SATISH KUMAR GUPTA

17012 Kohinoor City Phase II, Kirol Road,
Off LBS Road, Kurla West, Mumbai 400070, Maharashtra

Date: 21st July, 2025

The Board of Directors

Lloyds Enterprises Limited

A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Sir(s)/Madam(s)

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, Satish Kumar Gupta, Independent Director, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form and/or context and consent to the inclusion of this information in the Draft Letter of Offer and other Issue related material ("**Issue Documents**").

I am eligible to be appointed and have been validly appointed as a director of the Company under applicable laws, including the provisions of the Companies Act, 1956 or Companies Act, 2013, as applicable ("**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on April 27, 2022 and am not otherwise disqualified from appointment/re-appointment as director under the Companies Act, 2013 as on the date of the Letter of Offer.

I hereby confirm the following:

- (i) I certify the information in respect of me, attached as **Annexure 1** and **Annexure 2**, are true, correct, complete and not misleading.
- (ii) I confirm that as per the Form MBP-I dated April 01, 2025, except as detailed in Annexure 1, I do not hold directorship in any other company in India.
- (iii) Neither I, nor any of my relatives have entered into a financing arrangement to finance the purchase by any person of securities of the Company other than in the normal course of my business, during the period of six months immediately preceding the date of the Letter of Offer.
- (iv) I confirm that the Director Identification Number ("**DIN**") allotted to me is 02914009, and I do not hold multiple DINs.
- (v) I am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, or banker in relation to the Issue or any such intermediary appointed in connection with the Issue.
- (vi) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company.
- (vii) I have not entered into a service contract with the Company relating to my appointment and remuneration or providing for benefits upon termination of my directorship.
- (viii) I am not related to any other director of the Company.
- (ix) I am not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by Securities and Exchange Board of India ("**SEBI**").

SATISH KUMAR GUPTA

17012 Kohinoor City Phase II, Kirol Road,
Off LBS Road, Kurla West, Mumbai 400070, Maharashtra

I am not a whole-time director or promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended of the listed companies of which I was/am a director.

- (x) None of the companies of which I am a director or promoter are debarred or prohibited from accessing the capital market by SEBI.
- (xi) I have not been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018.
- (xii) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xiii) I confirm that no show-cause notice, have been issued or are pending against me by SEBI as on the reference date. There is no show cause notice issued by SEBI or the adjudicating officer in a proceeding for the imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xiv) I confirm that I have not been identified as a wilful defaulter by the Reserve Bank of India ("RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines of wilful defaulters issued by the RBI.
- (xv) I am not associated with the securities market in any other manner.

Of the listed companies of which I was a director in the last five years or currently am a director, except as stated below, none of the shares of such listed companies have been suspended from trading on any of the stock exchange, during my tenure as a director.

- (xvi) I hereby confirm that I have not and shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xvii) I hereby confirm that I have no interest in the objects of the Issue.
- (xviii) I have read and complied with the provisions of the Companies Act, 2013, as amended. I am not a director of:
 - a) more than twenty companies,
 - b) more than ten public companies, (including private companies that are either holding or subsidiary company of a public company).
- (xix) I am not a member in more than ten committees or act as Chairperson of more than five committees across all companies in which I am a director.

I confirm that I will immediately inform you of any changes to the above information until the date when the Equity Shares, issued pursuant to the Issue, commence trading on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "**Stock Exchange**"). In the absence of any such communication from me, the above information should be taken as updated information until the said Equity Shares commence trading on the Stock Exchange.

All capitalized terms that are not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts

SATISH KUMAR GUPTA

17012 Kohinoor City Phase II, Kirol Road,
Off LBS Road, Kurla West, Mumbai 400070, Maharashtra

thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This letter may be produced in any actual/potential proceeding or actual/potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defense in any claim or proceedings in connection with the contents of the Issue Document.

Faithfully,



Name: Satish Kumar Gupta
Designation: Independent Director
DIN: 02914009

Encl: Annexure 1: Profile of the Director

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates and Solicitors
204-207 Krishna Chambers
59 New Marine Lines
Mumbai 400020

SATISH KUMAR GUPTA

17012 Kohinoor City Phase II, Kirol Road,
Off LBS Road, Kurla West, Mumbai 400070, Maharashtra

Annexure 1 — Director's profile

1. Name: Satish Kumar Gupta
2. Date of birth: June 19, 1963
3. Age: 62 Years
4. DIN: 02914009
5. Address: 17012 Kohinoor City, Phase II, Kirol Road, Off LBS Road, Kurla West, Mumbai – 400070, Maharashtra
6. Profession: Business
7. Nationality: Indian
8. Tenure of the current appointment: December 10, 2024 to December 09, 2029
9. Period of directorship in the Company: 6 Months
10. Directorships in other companies: as per below details:
Nil

Sr. No.	Name of Companies	Designations
-	-	-

SATISH KUMAR GUPTA

17012 Kohinoor City Phase II, Kirol Road,
Off LBS Road, Kurla West, Mumbai 400070, Maharashtra

Annexure 2: Confirmation of Independence of Independent Director

I, Satish Kumar Gupta, hereby certify, undertake and confirm that I am an "Independent Director" of the Company in terms of the definition of that term provided in Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and also in terms of the definition of that term defined under the Companies Act, 2013, and have been appointed on the Board with effect from December 10, 2024 communicated vide the appointment letter dated January 20, 2025.

Without prejudice to the generality of the first paragraph, I hereby certify, undertake and confirm:

- (a) I am not, nor in the past have been, a promoter of the Company or its holding, subsidiary or associate company or a member of the promoter group of the Company;
- (b) I am not related to any of the promoter or directors of the Company or its holding, subsidiary or associate company;
- (c) I do not have or have had any pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent. of my total income with the Company or its holding, subsidiary or associate company, or their promoters or directors during the three immediately preceding financial years or during the current financial year;
- (d) None of my relatives are holding any security of or interest in the Company or its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value which exceeds fifty lakh rupees or two percent of the paid-up capital of the Company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
- (e) None of my relatives are indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
- (f) None of my relatives have given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount not exceeding fifty lakh rupees during the two immediately preceding financial years or during the current financial year;
- (g) None of my relatives have any other pecuniary transaction or relationship with the Company or its holding, subsidiary or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (d) to (f);
- (h) The pecuniary relationship or transaction with the Company or its holding, subsidiary or associate company or their promoters or directors in relation to points (d) to (g) above have not exceeded two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower;
- (i) I am not holding, and in the past have not held the position of a key managerial personnel and am not and have not been an employee of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (j) None of my relatives holds or has held the position of a key managerial personnel of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (k) Neither I nor any of my relatives have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed, of:
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or

SATISH KUMAR GUPTA

17012 Kohinoor City Phase II, Kirol Road,
Off LBS Road, Kurla West, Mumbai 400070, Maharashtra

- (ii) any legal or consulting firm that has or had any transaction with the Company or its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm.
- (l) I, together with my relatives, do not hold two per cent or more of the total voting power of the Company;
- (m) I am compliant with the conditions of appointment outlined by the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended;
- (n) Neither I nor any of my relatives is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its promoter, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;
- (o) Neither I, nor any of my relatives are material suppliers, service providers or customers or a lessor or lessee of the Company;
- (p) I am above 62 years of age;
- (q) I am not a non-independent director of another company on the board of which any non independent director of the Company is an Independent Director; and
- (r) I do not serve on the board of directors of more than seven listed companies as an Independent Director.

VIKRAM SHAH

6003/6004, Tower B, Oberoi Skycity Off Western Express Highway,
Borivali East, Mumbai 400066, Maharashtra

Date: 21st July, 2025

To
The Board of Directors
Lloyds Enterprises Limited
A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Sir(s)/Madam(s)

Sub: **Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")**

I, **Vikram Shah**, Independent Director, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form and/or context and consent to the inclusion of this information in the Draft Letter of Offer and other Issue related material ("**Issue Documents**").

I am eligible to be appointed and have been validly appointed as a director of the Company under applicable laws, including the provisions of the Companies Act, 1956 or Companies Act, 2013, as applicable ("**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on April 27, 2022 and am not otherwise disqualified from appointment/re-appointment as director under the Companies Act, 2013 as on the date of the Letter of Offer.

I hereby confirm the following:

- (i) I certify the information in respect of me, attached as **Annexure 1** and **Annexure 2**, are true, correct, complete and not misleading.
- (ii) I confirm that as per the Form MBP-I dated April 01, 2025, except as detailed in Annexure 1, I do not hold directorship in any other company in India.
- (iii) Neither I, nor any of my relatives have entered into a financing arrangement to finance the purchase by any person of securities of the Company other than in the normal course of my business, during the period of six months immediately preceding the date of the Letter of Offer.
- (iv) I confirm that the Director Identification Number ("DIN") allotted to me is 00824376, and I do not hold multiple DINs.
- (v) I am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, or banker in relation to the Issue or any such intermediary appointed in connection with the Issue.
- (vi) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company:
- (vii) I have not entered into a service contract with the Company relating to my appointment and remuneration or providing for benefits upon termination of my directorship.
- (viii) I am not related to any other director of the Company
- (ix) I am not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by Securities and Exchange Board of India ("SEBI").

VIKRAM SHAH

6003/6004, Tower B, Oberoi Skycity Off Western Express Highway,
Borivali East, Mumbai 400066, Maharashtra

- (x) I am not a whole-time director or promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended of the listed companies of which I was/am a director.
- (xi) None of the companies of which I am a director or promoter are debarred or prohibited from accessing the capital market by SEBI.
- (xii) I have not been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018.
- (xiii) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xiv) I confirm that no show-cause notice, have been issued or are pending against me by SEBI as on the reference date. There is no show cause notice issued by SEBI or the adjudicating officer in a proceeding for the imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xv) I confirm that I have not been identified as a wilful defaulter by the Reserve Bank of India ("RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines of wilful defaulters issued by the RBI.
- (xvi) I am not associated with the securities market in any other manner:

Of the listed companies of which I was a director in the last five years or currently am a director, none of the shares of such listed companies have been suspended from trading on any of the stock exchange, during my tenure as a director
- (xvii) I hereby confirm that I have not and shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xviii) I hereby confirm that I have no interest in the objects of the Issue.
- (xix) I have read and complied with the provisions of the Companies Act, 2013, as amended. I am not a director of:
 - a) more than twenty companies,
 - b) more than ten public companies, (including private companies that are either holding or subsidiary company of a public company).
- (xx) I am not a member in more than ten committees or act as Chairperson of more than five committees across all companies in which I am a director.

I confirm that I will immediately inform you of any changes to the above information until the date when the Equity Shares, issued pursuant to the Issue, commence trading on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (the "**Stock Exchange**"). In the absence of any such communication from me, the above information should be taken as updated information until the said Equity Shares commence trading on the Stock Exchange.

All capitalized terms that are not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

VIKRAM SHAH



6003/6004, Tower B, Oberoi Skycity Off Western Express Highway,
Borivali East, Mumbai 400066, Maharashtra

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This letter may be produced in any actual/potential proceeding or actual/potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defense in any claim or proceedings in connection with the contents of the Issue Document.

Faithfully,

VIKRAM
CHANDRAKANT
SHAH

Digitally signed by VIKRAM
CHANDRAKANT SHAH
Date: 2025.07.21 15:13:09
+05'30'

Name: Vikram Shah

Designation: Independent Director

DIN: 00824376

Encl: Annexure 1: Profile of the Director

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates and Solicitors
204-207 Krishna Chambers
59 New Marine Lines
Mumbai 400020

VIKRAM SHAH

6003/6004, Tower B, Oberoi Skycity Off Western Express Highway,
Borivali East, Mumbai 400066, Maharashtra

Annexure 1 — Director's profile

1. Name: Vikram Shah
2. Date of birth: May 11, 1956
3. Age: 69
4. DIN: 00824376
5. Address: 6003/6004, Tower B Oberoi Skycity, Off W E Highway, Borivali East, Mumbai – 400066, Maharashtra
6. Nationality: Indian
7. Tenure of the current appointment: 05th February, 2025 to 04th February, 2030
8. Period of directorship in the Company: 5 years
9. Directorships in other companies: as per below details:

Sr. No.	Name of Companies	Designations
1	Skycity Shwetambar Murtipujak Jain Foundation	Director

VIKRAM SHAH

6003/6004, Tower B, Oberoi Skycity Off Western Express Highway,
Borivali East, Mumbai 400066, Maharashtra

Annexure 2: Confirmation of Independence of Independent Director

I, Vikram Chandrakant Shah, hereby certify, undertake and confirm that I am an "Independent Director" of the Company in terms of the definition of that term provided in Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and also in terms of the definition of that term defined under the Companies Act, 2013, and have been appointed on the Board with effect from February 05, 2020 communicated vide the appointment letter dated February 05, 2020.

Without prejudice to the generality of the first paragraph, I hereby certify, undertake and confirm:

- (a) I am not, nor in the past have been, a promoter of the Company or its holding, subsidiary or associate company or a member of the promoter group of the Company;
- (b) I am not related to any of the promoter or directors of the Company or its holding, subsidiary or associate company;
- (c) I do not have or have had any pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent. of my total income with the Company or its holding, subsidiary or associate company, or their promoters or directors during the three immediately preceding financial years or during the current financial year;
- (d) None of my relatives are holding any security of or interest in the Company or its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value which exceeds fifty lakh rupees or two percent of the paid-up capital of the Company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
- (e) None of my relatives are indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
- (f) None of my relatives have given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount not exceeding fifty lakh rupees during the two immediately preceding financial years or during the current financial year;
- (g) None of my relatives have any other pecuniary transaction or relationship with the Company or its holding, subsidiary or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (d) to (f);
- (h) The pecuniary relationship or transaction with the Company or its holding, subsidiary or associate company or their promoters or directors in relation to points (d) to (g) above have not exceeded two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower;
- (i) I am not holding, and in the past have not held the position of a key managerial personnel and am not and have not been an employee of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (j) None of my relatives holds or has held the position of a key managerial personnel of the Company or its holding, subsidiary or associate company or of any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which I was appointed;
- (k) Neither I nor any of my relatives have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which I was appointed, of:
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or

VIKRAM SHAH

6003/6004, Tower B, Oberoi Skycity Off Western Express Highway,
Borivali East, Mumbai 400066, Maharashtra

- (ii) any legal or consulting firm that has or had any transaction with the Company or its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm.
- (l) I, together with my relatives, do not hold two per cent or more of the total voting power of the Company;
- (m) I am compliant with the conditions of appointment outlined by the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended;
- (n) Neither I nor any of my relatives is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its promoter, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;
- (o) Neither I, nor any of my relatives are material suppliers, service providers or customers or a lessor or lessee of the Company;
- (p) I am above 69 years of age;
- (q) I am not a non-independent director of another company on the board of which any non-independent director of the Company is an Independent Director; and
- (r) I do not serve on the board of directors of more than seven listed companies as an Independent Director.

ABHA M GUPTA

Vandan CHSL, 17th Floor, 29 A, Dongersey Road,
Near Elizabeth Hospital, Walkeshwar,
Malabar Hill, Mumbai - 400006

Date: August 09, 2025

The Board of Directors**Lloyds Enterprises Limited**

A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, Abha M Gupta, a "Promoter" of the Company, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context and consent to the inclusion of this information in the Draft Letter of Offer ("DLOF") intended to be filed by the Company with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "Stock Exchanges") and Letter of Offer ("LOF") to be filed by the Company with the Securities and exchange Board of India ("SEBI") and the Stock Exchanges, where the Equity Shares are proposed to be listed.

I certify the following information in respect of

My shareholding in Lloyds Enterprises Limited is as follows:

- (i) I hold 21,61,431 fully paid up Equity Shares of the Company constituting 0.17% of the issued and fully paid Equity Share capital of the Company, as on the date of the Draft Letter of Offer.
- (ii) I do not hold any warrants, employee stock options or other convertible instruments, or any debentures of the Company as on the date of the Draft Letter of Offer.
- (iii) There are no lock-in, pledge or any other encumbrance on the securities of the Company held by me.
- (iv) I have not acquired any securities of the Company in the last one year preceding the date of letter of offer.
- (v) My entire shareholding in the Company is held on dematerialized form on the date of this certificate.
 - (i) I, Abha M Gupta, being the Promoter of Lloyds Enterprises Limited hereby confirm that I intend to subscribe to my Rights Entitlement ("RE") in part or in full in the Issue including the RE of promoter group renounced in my favour, if any. I may renounce all or a part of my Rights Entitlement in the open market.
 - (ii) Subject to compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, ("SEBI Takeover Regulations") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") I further reserve the right to subscribe the additional Equity Shares in the Issue, either in the form of *subscription* to the RE renounced in my favour and/ or subscription to additional Equity Shares as a Renounce or otherwise. Such subscription, if any, to be made by me, shall be in accordance with Regulation 3 of the SEBI Takeover Regulations and the exemption under Regulation 10(4) of the SEBI Takeover Regulations. Further, such subscription shall not result in breach of minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957, as amended.

ABHA M GUPTA

Vandan CHSL, 17th Floor, 29 A, Dongersey Road,
Near Elizabeth Hospital, Walkeshwar,
Malabar Hill, Mumbai - 400006

- (vi) I have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.
- (vii) I am not a promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (viii) Any entity with which I am associated with as promoter, is not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- (ix) I confirm that I have not been declared as a wilful defaulter by the Reserve Bank of India (the "RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in with the guidelines of wilful defaulters issued by the RBI.
- (x) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xi) I hereby confirm that the list of companies/ entities/ firms associated with me (as indicated in **Annexure A** below), identified in accordance with the requirements outlined by the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2018, as amended, ("SEBI ICDR Regulations") which constitute the promoter group, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
- (xii) I hereby confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xiii) I undertake that any and all transactions in the securities of the Company, by me during the period between the date of filing the Draft Letter of Offer with the Stock Exchange and the date of closure of the Issue, would be reported to the Company within 24 hours of such transaction.
- (xiv) There are no material existing or anticipated transactions in relation to the utilization of the Issue proceeds or project cost between the Company and me.
- (xv) I confirm that there is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xvi) I, am not interested in the appointment of any person(s) acting as Advisor to the issue, registrar, etc. in relation to the Issue or any such intermediary appointed in connection with the Issue.

I confirm that I will immediately inform you of any changes to the above information by the date when the Rights Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from me, the above information should be taken as updated information until the Rights Equity Shares commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to them in the Issue Documents.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

ABHA M GUPTA

Vandan CHSL, 17th Floor, 29 A, Dongersey Road,
Near Elizabeth Hospital, Walkeshwar,
Malabar Hill, Mumbai - 400006

This letter may be produced in any actual/ potential proceeding or actual/ potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defence in any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully,



Mrs. Abha M Gupta
Promoter

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates & Solicitors
204-207 Krishna Chambers
59 New Marine Lines Mumbai 400020

ABHA M GUPTA

Vandan CHSL, 17th Floor, 29 A, Dongersey Road,
Near Elizabeth Hospital, Walkeshwar,
Malabar Hill, Mumbai - 400006

Annexure – A

No.	Name of the Person/Body Corporate	Category
1.	Freelance Infracore LLP	Designated Partner
2.	Blossom Trade & Interchange LLP	Designated Partner
3.	Teamwork Properties Developments LLP	Designated Partner

BLOSSOM TRADE & INTERCHANGE LLP

Regd. Off: A2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400013.

Tel. 022 – 2348 0526 email : blossom.stockfin@rediffmail.com LLPIN : AAC-9648

Date: August 09, 2025

To

The Board of Directors

Lloyds Enterprises Limited

A2, 2nd Floor, Madhu Estate

Pandurang Budhkar Marg

Lower Parel Mumbai 400013

Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the “Equity Shares”) by Lloyds Enterprises Limited (the “Company”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable laws (the “Issue”)

We Blossom Trade & Interchange LLP, a “Promoter” of the Company, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context and consent to the inclusion of this information the Draft Letter of Offer (“DLOF”) intended to be filed by the Company with BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (the “Stock Exchanges”) and Letter of Offer (“LOF”) to be filed by the Company with the Securities and exchange Board of India (“SEBI”) and the Stock Exchanges, where the Equity Shares are proposed to be listed.

We certify the following information in respect of us

The shareholding of our company in Lloyds Enterprises Limited is as follows:

- (i) We hold 38,39,04,000 fully paid up Equity Shares of the Company constituting 30.18% of the issued and fully paid Equity Share capital of the Company, as on the date of the Draft Letter of Offer.
- (ii) We do not hold any warrants, employee stock options or other convertible instruments, or any debentures of the Company as on the date of the Draft Letter of Offer.
- (iii) There are no lock-in, pledge or any other encumbrance on the securities of the Company held by us.
- (iv) We have not acquired any securities of the Company in the last one year preceding the date of the Letter of Offer.
- (v) Our entire shareholding in the Company is held on dematerialized form on the date of this certificate.
 - (i) We, Blossom Trade & Interchange LLP, being the Promoter of Lloyds Enterprises Limited hereby confirm that we intend to subscribe to my Rights Entitlement (“RE”) in part or in full in the Issue including the RE of promoter group renounced in our favour, if any. We may renounce all or a part of our Rights Entitlement in the open market.
 - (ii) Subject to compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, (“SEBI Takeover Regulations”) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) we further reserve the right to subscribe the additional Equity Shares in the Issue, either in the form of subscription to the RE renounced in our favour and/ or subscription to additional Equity Shares as a Renounce or otherwise. Such subscription, if any, to be made by us, shall be in accordance with Regulation 3 of the SEBI Takeover Regulations and the exemption under Regulation 10(4) of the SEBI Takeover Regulations. Further, such subscription shall not result in breach of minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957, as amended.

BLOSSOM TRADE & INTERCHANGE LLP

Regd. Off: A2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400013.

Tel. 022 – 2348 0526 email : blossom.stockfin@rediffmail.com LLPIN : AAC-9648

- (vi) We have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.
- (vii) We are not a promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (viii) Any entity with which we are associated with as promoter, is not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- (ix) We confirm that we have not been declared as a wilful defaulter by the Reserve Bank of India (the "RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in with the guidelines of wilful defaulters issued by the RBI.
- (x) We have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xi) We hereby confirm that the list of companies/ entities/ firms associated with us (as indicated in Annexure A below), identified in accordance with the requirements outlined by the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2018, as amended, ("SEBI ICDR Regulations") which constitute the promoter group, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
- (xii) We hereby confirm that we shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xiii) We undertake that any and all transactions in the securities of the Company, by us during the period between the date of filing the Draft Letter of Offer with the Stock Exchange and the date of closure of the Issue, would be reported to the Company within 24 hours of such transaction.
- (xiv) There are no material existing or anticipated transactions in relation to the utilization of the Issue proceeds or project cost between the Company and us.
- (xv) We confirm that there is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against us.
- (xvi) We are not interested in the appointment of any person(s) acting as advisor to the issue, registrar, etc. in relation to the Issue or any such intermediary appointed in connection with the Issue.

We confirm that we will immediately inform you of any changes to the above information by the date when the Rights Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the Rights Equity Shares commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to them in the Issue Documents.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. We hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

BLOSSOM TRADE & INTERCHANGE LLP

Regd. Off: A2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400013.

Tel. 022 - 2348 0526 email : blossom.stockfin@rediffmail.com LLPIN : AAC-9648

This letter may be produced in any actual/ potential proceeding or actual/ potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defence in any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully,

For and on behalf of Blossom Trade & Interchange LLP

✕ 
Ravi Agarwal
Designated Partner
DPIN: 00017424



CC:

Legal Counsel to the Issue
Rajani Associates
Advocates & Solicitors
204-207 Krishna Chambers
59 New Marine Lines Mumbai 400020

BLOSSOM TRADE & INTERCHANGE LLP

Regd. Off: A2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400013.

Tel. 022 – 2348 0526 email : blossom.stockfin@rediffmail.com LLPIN : AAC-9648

Annexure – A

No.	Name of the Person/Body Corporate	Category
NA	NA	NA

CROSSLINK FOOD AND FARMS PRIVATE LIMITED

Regd. Office : A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013

Tel. 022 - 6291 8111 email: crosslink.realty@rediffmail.com CIN: U01409MH2014PTC254259

Date: August 09, 2025

To

The Board of Directors

Lloyds Enterprises Limited

A2, 2nd Floor, Madhu Estate

Pandurang Budhkar Marg

Lower Parel Mumbai 400013

Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the “Equity Shares”) by Lloyds Enterprises Limited (the “Company”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable laws (the “Issue”)

We, Crosslink Food And Farms Private Limited a “Promoter” of the Company, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context and consent to the inclusion of this information the Draft Letter of Offer (“DLOF”) intended to be filed by the Company with BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (the “Stock Exchanges”) and Letter of Offer (“LOF”) to be filed by the Company with the Securities and exchange Board of India (“SEBI”) and the Stock Exchanges, where the Equity Shares are proposed to be listed.

We certify the following information in respect of us

The shareholding of our company in Lloyds Enterprises Limited is as follows:

- (i) We hold 4,36,86,476 fully paid up Equity Shares of the Company constituting 3.43% of the issued and fully paid Equity Share capital of the Company, as on the date of the Draft Letter of Offer.
- (ii) We do not hold any warrants, employee stock options or other convertible instruments, or any debentures of the Company as on the date of the Draft Letter of Offer.
- (iii) There are no lock-in, pledge or any other encumbrance on the securities of the Company held by us.
- (iv) We have not acquired any securities of the Company in the last one year preceding the date of the Letter of Offer.
- (v) Our entire shareholding in the Company is held on dematerialized form on the date of this certificate.
 - (i) We Crosslink Food And Farms Private Limited, being the Promoter of Lloyds Enterprises Limited hereby confirm that we intend to subscribe to our Rights Entitlement (“RE”) in part or in full in the Issue including the RE of promoter group renounced in our favour, if any. We may renounce all or a part of our Rights Entitlement in the open market.
 - (ii) Subject to compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, (“SEBI Takeover Regulations”) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) we further reserve the right to subscribe the additional Equity Shares in the Issue, either in the form of subscription to the RE renounced in our favour and/ or subscription to additional Equity Shares as a Renounce or otherwise. Such subscription, if any, to be made by us, shall be in accordance with Regulation 3 of the SEBI Takeover Regulations and the exemption under Regulation 10(4) of the SEBI Takeover Regulations. Further, such subscription shall not result in breach of minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957, as amended.

CROSSLINK FOOD AND FARMS PRIVATE LIMITED

Regd. Office : A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013

Tel. 022 - 6291 8111 email: crosslink.realty@rediffmail.com CIN: U01409MH2014PTC254259

- (vi) We have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.
- (vii) We are not a promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (viii) Any entity with which we are associated with as promoter, is not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- (ix) We confirm that we have not been declared as a wilful defaulter by the Reserve Bank of India (the "RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in with the guidelines of wilful defaulters issued by the RBI.
- (x) We have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xi) We hereby confirm that the list of companies/ entities/ firms associated with us (as indicated in Annexure A below), identified in accordance with the requirements outlined by the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2018, as amended, ("SEBI ICDR Regulations") which constitute the promoter group, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
- (xii) We hereby confirm that we shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xiii) We undertake that any and all transactions in the securities of the Company, by us during the period between the date of filing the Draft Letter of Offer with the Stock Exchange and the date of closure of the Issue, would be reported to the Company within 24 hours of such transaction.
- (xiv) There are no material existing or anticipated transactions in relation to the utilization of the Issue proceeds or project cost between the Company and us.
- (xv) We confirm that there is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against us.
- (xvi) We are not interested in the appointment of any person(s) acting as Advisor to the issue, registrar, etc. in relation to the Issue or any such intermediary appointed in connection with the Issue.

We confirm that we will immediately inform you of any changes to the above information by the date when the Rights Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the Rights Equity Shares commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to them in the Issue Documents.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. We hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

CROSSLINK FOOD AND FARMS PRIVATE LIMITED

Regd. Office : A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013

Tel. 022 - 6291 8111 **email:** crosslink.realty@rediffmail.com **CIN:** U01409MH2014PTC254259

This letter may be produced in any actual/ potential proceeding or actual/ potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defence in any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully,

For and on behalf of Crosslink Food And Farms Private Limited

Mr. Ravi Agarwal
Director
DIN: 00017424



CC:

Legal Counsel to the Issue
Rajani Associates
Advocates & Solicitors
204-207 Krishna Chambers
59 New Marine Lines Mumbai 400020

CROSSLINK FOOD AND FARMS PRIVATE LIMITED

Regd. Office : A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013
Tel. 022 - 6291 8111 **email:** crosslink.realty@rediffmail.com **CIN:** U01409MH2014PTC254259

Annexure – A

No.	Name of the Person/Body Corporate	Category
NA	NA	NA

KIRAN B AGARWAL

Flat No-2701, 26th Floor, Pearl Residency Building,
956, Sayani Road, Opp. Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

Date: August 09, 2025

To

The Board of Directors
Lloyds Enterprises Limited
A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, Kiran Agarwal, a "Promoter" of the Company, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context and consent to the inclusion of this information the Draft Letter of Offer ("DLOF") intended to be filed by the Company with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "Stock Exchanges") and Letter of Offer ("LOF") to be filed by the Company with the Securities and exchange Board of India ("SEBI") and the Stock Exchanges, where the Equity Shares are proposed to be listed.

I certify the following information in respect of me:

My shareholding in Lloyds Enterprises Limited is as follows:

- (i) I, hold 2,45,85,000 fully paid up Equity Shares of the Company constituting 1.93% of the issued and fully paid Equity Share capital of the Company, as on the date of the Draft Letter of Offer.
- (ii) I, do not hold any warrants, employee stock options or other convertible instruments, or any debentures of the Company as on the date of the Draft Letter of Offer.
- (iii) There are no lock-in, pledge or any other encumbrance on the securities of the Company held by me.
- (iv) I have not acquired any securities of the Company in the last one year preceding the date of letter of offer
- (v) My, entire shareholding in the Company is held on dematerialized form on the date of this certificate.
 - (i) I, Kiran Agarwal, being the Promoter of Lloyds Enterprises Limited hereby confirm that I intend to subscribe to my Rights Entitlement ("RE") in part or in full in the Issue including the RE of promoter group renounced in my favour, if any. I may renounce all or a part of my Rights Entitlement in the open market.
 - (ii) Subject to compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, ("SEBI Takeover Regulations") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") I further reserve the right to subscribe the additional Equity Shares in the Issue, either in the form of subscription to the RE renounced in my favour and/ or subscription to additional Equity Shares as a Renounce or otherwise. Such subscription, if any, to be made by me, shall be in accordance with Regulation 3 of the SEBI Takeover Regulations and the exemption under Regulation 10(4) of the SEBI Takeover Regulations. Further, such subscription shall not result in breach of minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957, as amended.

KIRAN B AGARWAL

Flat No-2701, 26th Floor, Pearl Residency Building,
956, Sayani Road, Opp. Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

- (vi) I, have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.
- (vii) I, am not a promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (viii) Any entity with which I am associated with as promoter, is not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- (ix) I, confirm that I have not been declared as a wilful defaulter by the Reserve Bank of India (the "RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in with the guidelines of wilful defaulters issued by the RBI.
- (x) I, have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xi) I, hereby confirm that the list of companies/ entities/ firms associated with me (as indicated in Annexure A below), identified in accordance with the requirements outlined by the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2018, as amended, ("SEBI ICDR Regulations") which constitute the promoter group, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
- (xii) I, hereby confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xiii) I, undertake that any and all transactions in the securities of the Company, by me during the period between the date of filing the Draft Letter of Offer with the Stock Exchange and the date of closure of the Issue, would be reported to the Company within 24 hours of such transaction.
- (xiv) There are no material existing or anticipated transactions in relation to the utilization of the Issue proceeds or project cost between the Company and [me/us].
- (xv) I, confirm that there is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xvi) I, am not interested in the appointment of any person(s) acting as Advisor to the issue, registrar, etc. in relation to the Issue or any such intermediary appointed in connection with the Issue.

I, confirm that I will immediately inform you of any changes to the above information by the date when the Rights Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from me, the above information should be taken as updated information until the Rights Equity Shares commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to them in the Issue Documents.

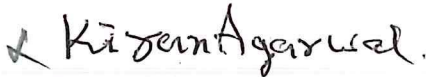
This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

KIRAN B AGARWAL

Flat No-2701, 26th Floor, Pearl Residency Building,
956, Sayani Road, Opp. Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

This letter may be produced in any actual/ potential proceeding or actual/ potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defence in any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully,



Mrs. Kiran Agarwal
Promoter

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates & Solicitors
204-207 Krishna Chambers
59 New Marine Lines Mumbai 400020

KIRAN B AGARWAL

Flat No-2701, 26th Floor, Pearl Residency Building,
956, Sayani Road, Opp. Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

Annexure – A

No.	Name of the Person/Body Corporate	Category
1.	NA	NA

POOJA RAVI AGARWAL

FLAT No- 2701, 26th Floor, Pearl Residency,
956, Sayani Road, Opp Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

Date: August 09, 2025

To

The Board of Directors

Lloyds Enterprises Limited

A2, 2nd Floor, Madhu Estate

Pandurang Budhkar Marg

Lower Parel Mumbai 400013

Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, Pooja Ravi Agarwal a "Promoter" of the Company, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context and consent to the inclusion of this information the Draft Letter of Offer ("DLOF") intended to be filed by the Company with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "Stock Exchanges") and Letter of Offer ("LOF") to be filed by the Company with the Securities and exchange Board of India ("SEBI") and the Stock Exchanges, where the Equity Shares are proposed to be listed.

I certify the following information in respect of me

My shareholding in Lloyds Enterprises Limited is as follows:

- (i) I, hold 2,44,00,000 fully paid up Equity Shares of the Company constituting 1.92% of the issued and fully paid Equity Share capital of the Company, as on the date of the Draft Letter of Offer.
- (ii) I, do not hold any warrants, employee stock options or other convertible instruments, or any debentures of the Company as on the date of the Draft Letter of Offer.
- (iii) There are no lock-in, pledge or any other encumbrance on the securities of the Company held by me.
- (iv) I have not acquired any securities of the Company in the last one year preceding the date of the Letter of Offer.
- (v) My, entire shareholding in the Company is held on dematerialized form on the date of this certificate.
 - (i) I, Pooja Ravi Agarwal, being the Promoter of Lloyds Enterprises Limited hereby confirm that I intend to subscribe to my Rights Entitlement ("RE") in part or in full in the Issue including the RE of promoter group renounced in my favour, if any. I may renounce all or a part of my Rights Entitlement in the open market.
 - (ii) Subject to compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, ("SEBI Takeover Regulations") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") I further reserve the right to subscribe the additional Equity Shares in the Issue, either in the form of subscription to the RE renounced in my favour and/ or subscription to additional Equity Shares as a Renounce or otherwise. Such subscription, if any, to be made by me, shall be in accordance with Regulation 3 of the SEBI Takeover Regulations and the exemption under Regulation 10(4) of the SEBI Takeover Regulations. Further, such subscription shall not result in breach of minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957, as amended.

POOJA RAVI AGARWAL

FLAT No- 2701, 26th Floor, Pearl Residency,
956, Sayani Road, Opp Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

- (vi) I, have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.
- (vii) I, am not a promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (viii) Any entity with which I am associated with as promoter, is not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- (ix) I, confirm that I have not been declared as a wilful defaulter by the Reserve Bank of India (the "RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in with the guidelines of wilful defaulters issued by the RBI.
- (x) I, have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xi) I, hereby confirm that the list of companies/ entities/ firms associated with me (as indicated in **Annexure A** below), identified in accordance with the requirements outlined by the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2018, as amended, ("SEBI ICDR Regulations") which constitute the promoter group, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
- (xii) I, hereby confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xiii) I, undertake that any and all transactions in the securities of the Company, by me during the period between the date of filing the Draft Letter of Offer with the Stock Exchange and the date of closure of the Issue, would be reported to the Company within 24 hours of such transaction.
- (xiv) There are no material existing or anticipated transactions in relation to the utilization of the Issue proceeds or project cost between the Company and [me/us].
- (xv) I, confirm that there is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xvi) I, am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, etc. in relation to the Issue or any such intermediary appointed in connection with the Issue.

I, confirm that I will immediately inform you of any changes to the above information by the date when the Rights Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from me, the above information should be taken as updated information until the Rights Equity Shares commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to them in the Issue Documents.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

POOJA RAVI AGARWAL

FLAT No- 2701, 26th Floor, Pearl Residency,
956, Sayani Road, Opp Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

This letter may be produced in any actual/ potential proceeding or actual/ potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defence in any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully,


Pooja Ravi Agarwal
Promoter

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates & Solicitors
204-207 Krishna Chambers
59 New Marine Lines Mumbai 400020

POOJA RAVI AGARWAL

FLAT No- 2701, 26th Floor, Pearl Residency,
956, Sayani Road, Opp Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

Annexure – A

No.	Name of the Person/Body Corporate	Category
1.	NA	NA

RAJESH GUPTA

Flat No. 1201, 133 Annie Besant, 133, Dr. Annie Besant Road,
Worli, Mumbai, Maharashtra - 400018

Date: August 09, 2025

To

The Board of Directors

Lloyds Enterprises Limited
A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, Rajesh Rajnarayan Gupta, a "Promoter" of the Company, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context and consent to the inclusion of this information the Draft Letter of Offer ("DLOF") intended to be filed by the Company with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "Stock Exchanges") and Letter of Offer ("LOF") to be filed by the Company with the Securities and exchange Board of India ("SEBI") and the Stock Exchanges, where the Equity Shares are proposed to be listed.

I certify the following information in respect of us

My shareholding in Lloyds Enterprises Limited is as follows:

- (i) I, hold 21,61,433 fully paid up Equity Shares of the Company constituting 0.17% of the issued and fully paid Equity Share capital of the Company, as on the date of the Draft Letter of Offer.
- (ii) I, do not hold any warrants, employee stock options or other convertible instruments, or any debentures of the Company as on the date of the Draft Letter of Offer.
- (iii) There are no lock-in, pledge or any other encumbrance on the securities of the Company held by me.
- (iv) The details of the securities of the Company acquired by me in the last one year preceding the date of the Letter of Offer are provided below.

Sr. No	Name of Transferor (Promoter)	Name of Transferee (Promoter)	Mode	Number of Securities acquired
1.	Mr. Mukesh Gupta	Mr. Rajesh Rajnarayan Gupta	Gift	21,61,433

- (v) My, entire shareholding in the Company is held on dematerialized form on the date of this certificate.
 - (i) I, Rajesh Rajnarayan Gupta, being the Promoter of Lloyds Enterprises Limited hereby confirm that I intend to subscribe to my Rights Entitlement ("RE") in part or in full in the Issue including the RE of promoter group renounced in my favour, if any. I may renounce all or a part of my Rights Entitlement in the open market.
 - (ii) Subject to compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, ("SEBI Takeover Regulations") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") I further reserve the right to subscribe the additional Equity Shares in the Issue, either in the form of subscription to the RE renounced in my favour and/ or subscription to additional Equity Shares as a Renounce or otherwise. Such subscription, if any, to be made by us, shall be in accordance with Regulation

RAJESH GUPTA

Flat No. 1201, 133 Annie Besant, 133, Dr. Annie Besant Road,
Worli, Mumbai, Maharashtra - 400018

3 of the SEBI Takeover Regulations and the exemption under Regulation 10(4) of the SEBI Takeover Regulations. Further, such subscription shall not result in breach of minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957, as amended.

- (vi) I, have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.
- (vii) I, am not a promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (viii) Any entity with which I am associated with as promoter, is not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- (ix) I, confirm that I have not been declared as a wilful defaulter by the Reserve Bank of India (the "RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in with the guidelines of wilful defaulters issued by the RBI.
- (x) I, have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xi) I, hereby confirm that the list of companies/ entities/ firms associated with me (as indicated in Annexure A below), identified in accordance with the requirements outlined by the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2018, as amended, ("SEBI ICDR Regulations") which constitute the promoter group, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
- (xii) I, hereby confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xiii) I, undertake that any and all transactions in the securities of the Company, by me during the period between the date of filing the Draft Letter of Offer with the Stock Exchange and the date of closure of the Issue, would be reported to the Company within 24 hours of such transaction.
- (xiv) There are no material existing or anticipated transactions in relation to the utilization of the Issue proceeds or project cost between the Company and me.
- (xv) I, confirm that there is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against us.
- (xvi) I, am not interested in the appointment of any person(s) acting as advisor to the issue, registrar, etc. in relation to the Issue or any such intermediary appointed in connection with the Issue.

I, confirm that I will immediately inform you of any changes to the above information by the date when the Rights Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the Rights Equity Shares commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to them in the Issue Documents.

This certificate may be relied upon by the Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

RAJESH GUPTA

Flat No. 1201, 133 Annie Besant, 133, Dr. Annie Besant Road,
Worli, Mumbai, Maharashtra - 400018

This letter may be produced in any actual/ potential proceeding or actual/ potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defence in any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully,



Rajesh Rajnarayan Gupta
Promoter

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates & Solicitors
204-207 Krishna Chambers
59 New Marine Lines Mumbai 400020

RAJESH GUPTA

Flat No. 1201, 133 Annie Besant, 133, Dr. Annie Besant Road,
Worli, Mumbai, Maharashtra - 400018

Annexure – A

No.	Name of the Person/Body Corporate	Category
1.	Lloyds Metals And Energy Limited	Managing Director
2.	Lloyds Infinite Foundation	Director
3.	Lloyds Surya Private Limited	Director
4.	BBV Forum	Director
5.	Lloyds Logistics Private Limited	Director
6.	R2TM Private Limited	Director
7.	Lloyds Metals & Minerals Trading LLP	Designated Partner

RAVI AGARWAL

Flat No- 2701, 26th Floor, Pearl Residency Building,
956, Sayani Road, Opp Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

Date: August 09, 2025

To

The Board of Directors

Lloyds Enterprises Limited
A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the "Equity Shares") by Lloyds Enterprises Limited (the "Company") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws (the "Issue")

I, Ravi Babulal Agarwal, a "Promoter" of the Company, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context and consent to the inclusion of this information in the Draft Letter of Offer ("DLOF") intended to be filed by the Company with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (the "Stock Exchanges") and Letter of Offer ("LOF") to be filed by the Company with the Securities and exchange Board of India ("SEBI") and the Stock Exchanges, where the Equity Shares are proposed to be listed.

I certify the following information in respect of me

My shareholding in Lloyds Enterprises Limited is as follows:

- (i) I, hold 7,28,15,206 fully paid up Equity Shares of the Company constituting 5.72% of the issued and fully paid Equity Share capital of the Company, as on the date of the Draft Letter of Offer.
- (ii) I, do not hold any warrants, employee stock options or other convertible instruments, or any debentures of the Company as on the date of the Draft Letter of Offer.
- (iii) There are no lock-in, pledge or any other encumbrance on the securities of the Company held by me.
- (iv) The details of the securities of the Company acquired by me in the last one year preceding the date of the Letter of Offer are provided below:

Sr. No	Name of Transferor (Promoter)	Name of Transferee (Promoter)	Mode	Number of Securities acquired
1.	Mrs. Abha Gupta	Mr. Ravi Agarwal	Gift	30,466

- (v) My, entire shareholding in the Company is held on dematerialized form on the date of this certificate.
 - (i) I, Ravi Agarwal, being the Promoter of Lloyds Enterprises Limited hereby confirm that I intend to subscribe to my Rights Entitlement ("RE") in part or in full in the Issue including the RE of promoter group renounced in my favour, if any. I may renounce all or a part of my Rights Entitlement in the open market.
 - (ii) Subject to compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, ("SEBI Takeover Regulations") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") I further reserve the right to subscribe the additional Equity Shares in the Issue, either in the form of subscription to the RE

RAVI AGARWAL

Flat No- 2701, 26th Floor, Pearl Residency Building,
956, Sayani Road, Opp Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

renounced in my favour and/ or subscription to additional Equity Shares as a Renounce or otherwise. Such subscription, if any, to be made by me, shall be in accordance with Regulation 3 of the SEBI Takeover Regulations and the exemption under Regulation 10(4) of the SEBI Takeover Regulations. Further, such subscription shall not result in breach of minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957, as amended.

- (vi) I have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.
- (vii) I am not a promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (viii) Any entity with which I am associated with as promoter, is not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- (ix) I confirm that I have not been declared as a wilful defaulter by the Reserve Bank of India (the "RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in with the guidelines of wilful defaulters issued by the RBI.
- (x) I have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xi) I hereby confirm that the list of companies/ entities/ firms associated with me (as indicated in Annexure A below), identified in accordance with the requirements outlined by the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2018, as amended, ("SEBI ICDR Regulations") which constitute the promoter group, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
- (xii) I hereby confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xiii) I undertake that any and all transactions in the securities of the Company, by me during the period between the date of filing the Draft Letter of Offer with the Stock Exchange and the date of closure of the Issue, would be reported to the Company within 24 hours of such transaction.
- (xiv) There are no material existing or anticipated transactions in relation to the utilization of the Issue proceeds or project cost between the Company and [me/us].
- (xv) I confirm that there is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against me.
- (xvi) I am not interested in the appointment of any person(s) acting as Dvisor to the issue, registrar, etc. in relation to the Issue or any such intermediary appointed in connection with the Issue.

I confirm that I will immediately inform you of any changes to the above information by the date when the Rights Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from me, the above information should be taken as updated information until the Rights Equity Shares commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to them in the Issue Documents.

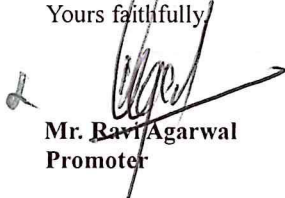
RAVI AGARWAL

Flat No- 2701, 26th Floor, Pearl Residency Building,
956, Sayani Road, Opp Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

This certificate may be relied upon by the Dvisor to the issue and Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. I hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

This letter may be produced in any actual/ potential proceeding or actual/ potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defence the Dvisor to the issue may wish to advance in any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully,


Mr. Ravi Agarwal
Promoter

CC:

Legal Counsel to the Issue
Rajani Associates
Advocates & Solicitors
204-207 Krishna Chambers
59 New Marine Lines Mumbai 400020

RAVI AGARWAL

Flat No- 2701, 26th Floor, Pearl Residency Building,
956, Sayani Road, Opp Arya Honda Showroom,
Prabhadevi, Mumbai - 400025

Annexure – A

No.	Name of the Person/Body Corporate	Category
1.	Lloyds Realty Developers Limited	Managing Director
2.	Cunni Realty And Developers Private Limited	Director
3.	Hemdil Estates Private Limited	Director
4.	Crosslink Food And Farms Private Limited	Director
5.	Simon Developers And Infrastructure Private Limited	Director
6.	Babhari Properties Private Limited	Director
7.	Amparo Ventures Private Limited	Director
8.	Lloyds IHL LLP	Designated Partner
9.	Growaxis Trading LLP	Designated Partner
10.	Visiofy Trading LLP	Designated Partner
11.	Prosperplus Trading LLP	Designated Partner
12.	Teamwork Properties Developments LLP	Designated Partner
13.	Blossom Trade & Interchange LLP	Designated Partner
14.	Snowwhite Realty Developers LLP	Designated Partner
15.	Lloyds Metals & Minerals Trading LLP	Designated Partner
16.	Plutus Trade & Commodities LLP	Designated Partner
17.	Aeon Trading LLP	Designated Partner

TEAMWORK PROPERTIES DEVELOPMENTS LLP

Regd. Off: 35, Ashok Chambers, Broach Street, Devji Ratansey Marg, Masjid Bunder, Mumbai – 400 009.
Tel. 022 – 2348 0526 E-Mail: teamwork.stockfin@rediffmail.com LLPIN: AAC-7433

Date: August 09, 2025

To
The Board of Directors
Lloyds Enterprises Limited
A2, 2nd Floor, Madhu Estate
Pandurang Budhkar Marg
Lower Parel Mumbai 400013
Maharashtra India

Dear Madam/Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 1 each (the “Equity Shares”) by Lloyds Enterprises Limited (the “Company”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable laws (the “Issue”)

We, Teamwork Properties Developments LLP, a “Promoter” of the Company, hereby confirm and certify that the information provided in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead in its form or context and consent to the inclusion of this information the Draft Letter of Offer (“DLOF”) intended to be filed by the Company with BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (the “Stock Exchanges”) and Letter of Offer (“LOF”) to be filed by the Company with the Securities and exchange Board of India (“SEBI”) and the Stock Exchanges, where the Equity Shares are proposed to be listed.

We certify the following information in respect of us

The shareholding of our company in Lloyds Enterprises Limited is as follows:

- (i) We hold 38,65,55,000 fully paid up Equity Shares of the Company constituting 30.39% of the issued and fully paid Equity Share capital of the Company, as on the date of the Draft Letter of Offer.
- (ii) We do not hold any warrants, employee stock options or other convertible instruments, or any debentures of the Company as on the date of the Draft Letter of Offer.
- (iii) There are no lock-in, pledge or any other encumbrance on the securities of the Company held by us.
- (iv) We have not acquired any securities of the Company acquired in the last one year preceding the date of the Letter of Offer.
- (v) Our entire shareholding in the Company is held on dematerialized form on the date of this certificate.
 - (i) We, Teamwork Properties Developments LLP, being the Promoter of Lloyds Enterprises Limited hereby confirm that we intend to subscribe to our Rights Entitlement (“RE”) in part or in full in the Issue including the RE of promoter group renounced in our favour, if any. We may renounce all or a part of our Rights Entitlement in the open market.
 - (ii) Subject to compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, (“SEBI Takeover Regulations”) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) we further reserve the right to subscribe the additional Equity Shares in the Issue, either in the form of subscription to the RE renounced in our favour and/ or subscription to additional Equity Shares as a Renounce or otherwise. Such subscription, if any, to be made by us, shall be in accordance with Regulation 3 of the SEBI Takeover Regulations and the exemption under Regulation 10(4) of the SEBI Takeover Regulations. Further, such subscription shall not result in breach of minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957, as amended.

TEAMWORK PROPERTIES DEVELOPMENTS LLP

Regd. Off: 35, Ashok Chambers, Broach Street, Devji Ratansey Marg, Masjid Bunder, Mumbai – 400 009.
Tel. 022 – 2348 0526 E-Mail: teamwork.stockfin@rediffmail.com LLPIN: AAC-7433

- (vi) We have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.
- (vii) We are not a promoter of any company that has been delisted in the last 10 years immediately preceding the date of the Letter of Offer under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
- (viii) Any entity with which we are associated with as promoter, is not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- (ix) We confirm that we have not been declared as a wilful defaulter by the Reserve Bank of India (the "RBI") or any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in with the guidelines of wilful defaulters issued by the RBI.
- (x) We have not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the reference date;
- (xi) We hereby confirm that the list of companies/ entities/ firms associated with us (as indicated in Annexure A below), identified in accordance with the requirements outlined by the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2018, as amended, ("SEBI ICDR Regulations") which constitute the promoter group, in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
- (xii) We hereby confirm that we shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.
- (xiii) We undertake that any and all transactions in the securities of the Company, by us during the period between the date of filing the Draft Letter of Offer with the Stock Exchange and the date of closure of the Issue, would be reported to the Company within 24 hours of such transaction.
- (xiv) There are no material existing or anticipated transactions in relation to the utilization of the Issue proceeds or project cost between the Company and us.
- (xv) We confirm that there is no show cause notice issued by SEBI in proceedings for imposition of penalty and/or prosecution proceedings initiated by SEBI against us.
- (xvi) We are not interested in the appointment of any person(s) acting as Dvisor to the issue, registrar, etc. in relation to the Issue or any such intermediary appointed in connection with the Issue.

We confirm that we will immediately inform you of any changes to the above information by the date when the Rights Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the Rights Equity Shares commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to them in the Issue Documents.

This certificate may be relied upon by the Dvisor to the issue and Legal Counsel appointed in relation to the Issue in conducting and documenting their investigation of the affairs of the Company. We hereby consent to this certificate or extracts thereof being included in or being used for disclosure in the Issue Documents and in any other material used in connection with the Issue.

TEAMWORK PROPERTIES DEVELOPMENTS LLP

Regd. Off: 35, Ashok Chambers, Broach Street, Devji Ratansey Marg, Masjid Bunder, Mumbai – 400 009.

Tel. 022 – 2348 0526 E-Mail: teamwork.stockfin@rediffmail.com LLPIN: AAC-7433

This letter may be produced in any actual/ potential proceeding or actual/ potential dispute relating to or connected with the Issue Documents or otherwise in connection with the Issue and may be used for the purpose of any defence the Dvisor to the issue may wish to advance in any claim or proceedings in connection with the contents of the Issue Document.

Yours faithfully,

For and on behalf of Teamwork Properties Developments LLP

Mr. Ravi Agarwal
Designated Partner
DPIN: 00017424



CC:

Legal Counsel to the Issue
Rajani Associates
Advocates & Solicitors
204-207 Krishna Chambers
59 New Marine Lines Mumbai 400020

TEAMWORK PROPERTIES DEVELOPMENTS LLP

Regd. Off: 35, Ashok Chambers, Broach Street, Devji Ratansey Marg, Masjid Bunder, Mumbai – 400 009.
Tel. 022 – 2348 0526 E-Mail: teamwork.stockfin@rediffmail.com LLPIN: AAC-7433

Annexure – A

No.	Name of the Person/Body Corporate	Category
NA	NA	NA