NOTICE

NOTICE OF THE ANNUAL GENERAL MEETING:

NOTICE is hereby given that Thirty Ninth (**39th**) Annual General Meeting ("**AGM**") of the Members of Lloyds Enterprises Limited ("**the Company**") will be held on **Friday, 29th August, 2025 at 11:00 A.M (IST)** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), for which purpose the Registered Office of the Company situated at A2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai, Maharashtra, 400013 to transact the following business: -

ORDINARY BUSINESS:

1. **To receive consider and adopt the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon.**

   To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

   "**RESOLVED THAT** the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To receive consider and adopt the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2025 and the report of Auditors thereon.**

   To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

   "**RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

3. **To appoint Mr. Rajesh Gupta (DIN: 00028379) as a director liable to retire by rotation**.

   To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder *(including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force),* Mr. Rajesh Gupta (DIN: 00028379), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company."

4. **Declaration of dividend for the Financial Year ended 31st March, 2025**.

   To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

   "**RESOLVED THAT** dividend at the rate of Re. 0.10 Paisa (10%) per equity share of face value of Re. 1/- (Rupee One only) each fully paid-up, be and is hereby declared for the Financial Year ended 31st March, 2025 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and rules made thereunder and the other applicable provisions, if any of the Companies Act, 2013."

SPECIAL BUSINESS:

5. **Appointment of M/s. Mitesh Shah & Co., Company Secretaries as the Secretarial Auditor of the Company for term of five (5) Consecutive Years and Fixation of Remuneration.**

   To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 204, read with the Companies (Accounts) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 ("**the Act**" *including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force*) and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**" *including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force*), and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to appoint M/s. Mitesh Shah & Co., a peer reviewed firm (Firm Registration No.: as P2025MH104700) as Secretarial Auditor of the Company for the term of five years commencing from Financial Year 2025-26 till Financial Year 2029-30 on such other terms and conditions as may be agreed between the Company and the Secretarial Auditor.

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

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

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

6. **Continuation of directorship of Mr. Jagannath P. Dange (DIN: 01569430), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To consider and if thought fit, to pass, the following resolution, **as a Special Resolution:**

"**RESOLVED THAT** pursuant to the relevant provisions of Companies Act, 2013 ("**the Act**" *including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force*) and Regulation 17(1A) and other applicable provisions if any of Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("**SEBI Listing Regulations**" *including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force*), and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Jagannath P. Dange (DIN: 01569430), on the Board of the Company notwithstanding his attaining the age of Seventy-Five (75) years on 01st June, 2026 as a 'Non-Executive, Independent Director' of the Company, to hold office for his remaining term.

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

7. **Approval for revision of Remuneration of Managing Director of the Company.**

To consider and if thought fit, to pass, the following resolution, **as a Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 188, 197 and 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Meetings of Board and its Powers) Rule, 2014 and Schedule V of Companies Act, 2013 and other applicable provisions if any ("**the Act**" *including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force*) and Securities and Exchange Board of India ("**SEBI**") (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**" *including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force*), Nomination and Remuneration Policy and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded for revision in remuneration of Mr. Babulal Agarwal (DIN: 00029389), Managing Director of the Company w.e.f. 01st April, 2025.

RESOLVED FURTHER THAT Mr. Babulal Agarwal (DIN: 00029389) was designated as the Managing Director of the Company for a period of five (5) years with effect from 08th August, 2023 to 07th August, 2028.

RESOLVED FURTHER THAT Mr. Babulal Agarwal (DIN: 00029389) will be paid revised remuneration as follows w.e.f. 01st April, 2025.

- Salary**:** ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum only by way of Salary.
- Contribution to Provident Fund and Superannuation Fund, as per rules of the Company.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Encashment of leave as per the rules of the Company.

RESOLVED FURTHER THAT the remuneration including all benefits, amenities and perquisites shall nevertheless be paid and allowed to Mr. Babulal Agarwal (DIN: 00029389) as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to revise the remuneration of Mr. Babulal Agarwal (DIN: 00029389) from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is in compliance with provisions of sections 197, 198 of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time;

RESOLVED FURTHER THAT the Company shall pay to or reimburse to the Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

By Order of the Board
For Lloyds Enterprises Limited

Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer
Membership No: ACS 69408

Date: 09th May, 2025
Place: Mumbai

Registered Office:
A2, 2nd Floor, Madhu Estate,
Pandurang Budhkar Marg, Lower Parel,
Mumbai 400013.
CIN: L27100MH1986PLC041252
Email ID: *lloydsenterprises@lloyds.in*
Website: *www.lloydsenterprises.in*

Notes:

1. In compliance with the applicable provisions of the Companies Act, 2013 ("**Act**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and pursuant to the Ministry of Corporate Affairs, inter alia vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars**") and, the Securities and Exchange Board of India vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 ("**SEBI Circulars**"), the 39th Annual General Meeting of the Company ("**AGM**") is being held through VC/OAVM without the physical presence of the Members at a common venue.

2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with Guidance/ Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

3. The Explanatory Statements pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 and 6 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the ICSI, in respect of Director seeking re-appointment at this AGM are also annexed as **Annexure-1**.

4. In accordance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report for Financial Year 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**"), collectively "**Depositories**".

   Those Shareholders whose Email IDs are not registered can get their Email ID registered as follows:

   - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.

- Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "**Bigshare Services Private Limited**" ("**RTA**") on their Email Id *investor@bigshareonline.com* or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their Email Id *investor@bigshareonline.com*.
- Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.

The Company shall send the Hard copy of statement containing the salient features of all the documents, as prescribed in Section 136 of the Act or rules made thereunder to those shareholder(s) who have not so registered i.e a letter providing the web-link, including the exact path, where complete details of the Annual Report is available.

In line with the MCA, the Notice calling the AGM has been uploaded on the website of the Company at *https://www.lloydsenterprises.in/* & can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at *www.bseindia.com* and National Stock Exchange of India Limited at *www.nseindia.com* and on the website of NSDL at *www.evoting.nsdl.com*.

5. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

6. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a certified scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization letter etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company, on their Email ID *lloydsenterprises@lloyds.in*, and copy marked to *mitesh@mjshah.com* scrutinizer of the AGM not later than 48 hours before the scheduled time of the commencement of the meeting. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter, etc., by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-voting**" tab in their login.

7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

8. The SEBI has mandated the submission of the Permanent Account Number ("**PAN**") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, Bigshare Services Private Limited.

9. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_ IAD-1/P/ CIR/2023/131 dated 31st July, 2023, and SEBI/HO/ OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE_ IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the Registrar and Share Transfer Agent / the Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal *(https://smartodr.in/login)* and the same can also be accessed through the Company's website at *https://www.lloydsenterprises.in/index.php/investor-contact/*

10. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before Monday, 25th August, 2025 through email on *lloydsenterprises@lloyds.in*. The same will be replied by the Company suitably.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

12. Members who are desirous of attending the AGM may send their request by Friday, 22nd August, 2025 (Cut-off Date). On successful registration with the Company, the invitation to join the AGM will be sent to the Members on their registered Email IDs latest by Monday, 25th August 2025. This will be done on first come first serve basis, limited to 1000 members only. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional

Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Due to security reason the invitation link to participate in the AGM will be shared on the registered Email ID of the member only after successful registration with the Company.

13. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of **NSDL** for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly members are requested to make service requests by submitting a duly filled and signed form ISR-4 the format of which is available on company's website at *www.lloydsenterprises.in* and on the website of RTA Bigshare *www.bigshareonline.com*. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement can send an email to *lloydsenterprises@lloyds.in*

17. Members are provided with the facility for voting through voting system during the VC/ OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.

18. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.

19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

20. GENERAL INSTRUCTIONS FOR MEMBERS ATTENDING THE MEETING THROUGH VC/OAVM

Remote e-voting - Key Dates:

Cut-off date The date, one day prior to the commencement of book closure, for determining the Members who are entitled to vote on the resolutions set forth in this Notice	Friday, 22nd August, 2025
Book closure dates Period during which the Register of Members and Share Transfer Books of the Company shall remain closed	From: Saturday, 23rd August, 2025 To: Friday, 29th August, 2025
Remote e-voting period Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location	
Start date & time	Sunday, 24th August, 2025 from 9:00 A.M. (IST)
End date & time	Thursday, 28th August, 2025 to 5:00 P.M. (IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, 22nd August, 2025 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 22nd August, 2025.

THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09th December, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/ MRD-PoD-2/P/CIR/2023/166 dated 06th October, 2023), on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants ("**DPs**") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider ("**ESP**") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile no. and email address in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**.	1. For OTP based login you can click on *https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp*. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. *https://eservices.nsdl.com* either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at *https://eservices.nsdl.com*. Select **"Register Online for IDeAS Portal"** or click at *https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp* 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: *https://www.evoting.nsdl.com/* either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website *www.cdslindia.com* and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on *www.cdslindia.com* home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at *evoting@nsdl.com* or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at *helpdesk.evoting@cdslindia.com* or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: *https://www.evoting.nsdl.com/* either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Login type	Helpdesk details
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to *mitesh@mjshah.com* with a copy marked to *evoting@nsdl.co.in.* Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on *www.evoting.nsdl.com* to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl. com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at *evoting@nsdl.co.in*.
4. You can also update your Mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

THE INTRUCTIONS FOR REGISTRATION OF EMAIL ADDRESS

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to *lloydsenterprises@lloyds.in*

b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to *lloydsenterprises@lloyds.in.* If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

c. Alternatively, shareholder/members may send a request to *evoting@nsdl.co.in* for procuring user id and password for e-voting by providing above mentioned documents.

d. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/

OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at *lloydsenterprises@lloyds.in*. The same will be replied by the company suitably.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request by Friday, 22nd August, 2025 (up till 05:00 P.M. IST) from their registered e-mail Id's mentioning their name, DP ID and client Id / folio number, PAN, mobile number on *lloydsenterprises@lloyds.in* as registered in the records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

DIVIDEND RELATED INFORMATION:

(a) The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 23rd August, 2025 to Friday, 29th August, 2025 (both days inclusive) for the purpose of the AGM of the Company.

(b) The Board of Directors have recommended a Final Dividend of Re. 0.10 Paisa per Equity Share of face value of Re. 1/- (Rupee One Only) each for the Financial Year ended 31st March, 2025 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Saturday, 06th September, 2025.

(i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**"), collectively "Depositories", as of the close of business hours on Friday, 22nd August, 2025.

(ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 22nd August, 2025.

The Securities and Exchange Board of India ("**SEBI**"), through its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 03rd November, 2021, and its subsequent amendments Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated 16th March, 2023, and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has mandated that, effective from 01st April, 2024, dividends to security holders holding securities in physical form shall be paid only through electronic mode. Such electronic payments will be processed only after the security holder has furnished the necessary details, including Permanent Account Number (PAN), choice of nomination (or an explicit opt-out), contact information such as mobile number and email address (if available), bank account details for direct credit of dividends, and a specimen signature. Failure to provide any of these mandatory details will result in non-payment of dividends to such security holders

Further, relevant FAQs published by SEBI to provide clarity on the new requirements can be accessed on its official website. These FAQs offer detailed guidance for security holders in physical form regarding the submission of required documents and procedures.

In terms of Schedule I of the SEBI Listing Regulations, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service ("**ECS**"), Local ECS ("**LECS**")/ Regional ECS ("**RECS**")/ National ECS ("**NECS**"), direct credit, real time gross settlement, national electronic fund transfer (NEFT), etc. for making payments like dividend etc. to the Members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their Depository Participants. Members holding securities in physical form shall send a request updating their bank details, to the Company's RTA.

(c) Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.

(d) To avoid loss of Dividend Warrants/Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH).

TAX DEDUCED AT SOURCE("TDS") ON DIVIDEND

For all Shareholders:

a) Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("**TDS**") from dividend paid to the members at prescribed rates as per the Income Tax Act, 1961 ("**IT Act**"). In general, no tax will be deducted on payment of dividend to category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹ 10,000/-. Members not falling in the said category, can go through the detailed note with regards to the applicability of tax rates for various other categories of members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company's website at *https://www.lloydsenterprises.in/* .

   Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("**IEPF**"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.

b) All communications/queries in this respect should be addressed to our RTA, Bigshare Services Private Limited at their e-mail ID at *tds@bigshareonline.com*, on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communication received upto Friday, 22nd August, 2025 by 05:00 P.M. on the tax determination/ deduction shall be considered for the dividend.

c) Shareholders may note that in case the tax on said Final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against Company for any taxes deducted by the Company.

d) Shareholders are requested to update tax residential status, PAN, registered email address, mobile numbers and other details with their Depository Participants, in case the shares are held in dematerialized form. Shareholders holding shares in physical mode, are requested to furnish details to the Company's RTA.

e) The formats of above declarations are available on the website of the Company at *https://www.lloydsenterprises.in/* and also on the website of RTA at *https://www.bigshareonline.com/resources-sebi_circular.aspx* The aforementioned documents (duly completed and signed) are required to be submitted to the Company's RTA at *tds@bigshareonline.com.*

f) All the documents submitted by the shareholders will be verified by the Company and the Company will consider the same while deducting the appropriate taxes if they are in accordance with the provisions of the IT Act. Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, option is available to the shareholder to file the return of income as per the IT Act, and claim an appropriate refund, if eligible.

g) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.

h) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

i) Shareholders are further requested to complete necessary formalities to link their bank accounts to their demat accounts to enable the Company to make timely credit of dividend in respective bank account.

Members are requested to contact Company's RTA, Bigshare Services Private Limited for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are given on the website of the Company at https://www.lloydsenterprises.in/

j) In terms of requirements of Section 124(6) of the Act read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consecutive years or more, to the IEPF Account established by the Central Government. The details of the unpaid/ unclaimed dividend amounts lying with the Company are available on the website of the Company at https://www.lloydsenterprises.in/ and on the website of MCA/ IEPF. Member(s) whose dividends/ shares are transferred to the IEPF can claim the same from the IEPF Authority by following the refund procedure as detailed on the IEPF website.

GENERAL GUIDELINES FOR SHAREHOLDERS:

a) The Company has appointed Mitesh Shah (Membership No.: FCS10070) from M/s. Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH10400) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.

b) As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

c) The Scrutinizer shall submit his consolidated report to the Chairman within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, where the shares of the Company are listed and shall be placed on the Company's website at https://www.lloydsenterprises.in/ and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman.

d) Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically.

Members are requested to notify any changes in their address / E-mail id's to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.

e) To register your email address for all future correspondence and update the bank account details, please follow the below process:

   a. Physical Holding: Drop an email at lloydsenterprises@lloyds.in or investor@bigshareonline.com and the Company/RTA shall assist with the process further.

   b. Demat Holding: Please contact your DP and follow the process advised by your DP.

f) Members must quote their Folio No. / Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company's Registrar and Share Transfer Agent.

g) A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

h) The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 22nd August, 2025.

i) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the AGM.

j) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

Pursuant to Regulation 24A of SEBI Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) through a notification dated 12th December, 2024, introduced the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (Amendment), the appointment of Secretarial Auditors:

(a) Is required to be approved by the Shareholders of the Company at the AGM;

(b) In case of a Secretarial Audit Firm – cannot be for more than two consecutive terms of 5 (five) years each.

M/S Mitesh J. Shah & Associates were appointed as the Secretarial Auditor of the Company for the Financial Year 2024-25.

Accordingly, the Board of Directors of the Company ("**the Board**") at their meeting held on 09th May, 2025, considering the experience and expertise and on the recommendation of the Audit Committee, has recommended for the approval of the Members of the Company, appointment of M/s. Mitesh Shah & Co., Company Secretaries ("**M/s. Mitesh Shah & Co**.") a peer reviewed firm (Firm Registration No.: P2025MH104700), as the Secretarial Auditor of the Company, for a period of Five (5) consecutive years from commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration as shall be fixed by the Board of the Company.

Brief Profile of M/s. Mitesh Shah & Co.

M/s. Mitesh Shah & Co., Company Secretaries **("Mitesh Shah & Co.")** is a firm of Practising Company Secretaries with a strong track record of delivering strategic, research-driven, and customised corporate advisory solutions. With deep domain expertise in Corporate Laws, SEBI regulations, Insolvency & Bankruptcy Code, and Compliance Management, the firm is well-equipped to carry out a comprehensive Secretarial Audit in accordance with the provisions of Section 204 of the Act. The firm is led by CS Mitesh Shah, a Fellow Member of the Institute of Company Secretaries of India (ICSI), with overall 15 years of experience advising diverse businesses across sectors such as Real Estate, Infrastructure, Finance, and Technology. With a client-first approach and a commitment to integrity and innovation, Mitesh Shah & Co. continues to be a trusted partner for businesses navigating complex regulatory and governance landscapes.

The Board considered the appointment as Secretarial Auditor due to its proven expertise in corporate legal advisory, particularly in SEBI regulations and compliance management. The firm's deep understanding of regulatory frameworks, combined with its leadership under CS Mitesh Shah who brings 15 years of cross-sectoral experience making it well-positioned to conduct a thorough and value-driven Secretarial Audit.

M/s. Mitesh Shah & Co., is best suited for the Company due to its proven ability to deliver insightful, compliance-focused Secretarial Audits backed by deep regulatory expertise and sectoral experience.

M/s. Mitesh Shah & Co., have given their consent to act as the Secretarial Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Act and the SEBI Listing Regulations.

Based on the recommendation of the Audit Committee and the Board of Directors, the proposed remuneration payable to the Secretarial Auditors for the Financial Year 2025-26 is ₹ 1,50,000 excluding applicable taxes and out-of-pocket expenses. The remuneration for subsequent year(s) of their tenure shall be determined by the Board, upon recommendation of the Audit Committee.

Therefore, your directors recommend the Resolutions as set out at **Item No. 5** for your approval by way of Ordinary Resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 5 of the Notice.

Item No: 6

Mr. Jagannath P. Dange (DIN: 01569430) is Non-Executive, Independent Director of the Company. The Members of the Company, at their meeting held via Postal Ballot process on 19th January, 2025, had granted approval for his appointment as Non-Executive, Independent Directors of the Company for a term of 5 (Five) years, w.e.f. 25th October, 2024 to 24th October, 2029, not liable to retire by rotation.

Mr. Jagannath P. Dange will be attaining the age of 75 years on 01st June, 2026 and in view of Regulation 17(1A) of the SEBI Listing Regulations, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Brief Profile:

Mr. Jagannath P. Dange is Commerce and Law Graduate, and has done post-graduation in Business Administration Development from Nagpur University, Pune University and Bath University from U.K.

He commenced his career as an IAS officer in 1973 in Maharashtra Cadre. He has served for more than 38 years in different positions including districts, Government of Maharashtra and Government of India and gained hands-on experience for the management of Government organizations, Public Sector undertakings and NGOs. During his tenure, he worked in various positions from Sub-divisional Magistrate to Chief Secretary of the Government of Maharashtra which has enabled him to acquire appropriate skills in coordinating with Governments and multiple agencies at the Districts, States and Central Government level. He has also handled various judicial and quasi-judicial matters in various positions held by him. He, along with other subjects, handled the work of various departments concerned with infrastructure and social sector including poverty alleviation and employment generation programmes for the entire state and for the entire country.

Justification for his continuation as Non-Executive, Independent Directors on the Board of the Company is as under:

Mr. Jagannath P. Dange is an active member of the Board and the Board Committees. He brings independent judgement on the Board of the Company and his continued association will be valuable and positive.

Based on his exceptional experience and active participation in the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. Jagannath P. Dange as "Independent Directors" of the Company.

The aforementioned Non-Executive Independent Director fulfill all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from him that he has met the criteria of independence as prescribed under the Act and SEBI Listing Regulations, presently applicable. Further, he has also confirmed that he is not disqualified from being appointed as Director under Section 164 of the Act.

A brief resume of Mr. Jagannath P. Dange, the nature of his expertise in specific functional areas, names of the companies in which he is holding Directorships, Committee Memberships / Chairmanships, his shareholding etc. are separately annexed in terms of Regulation 36(3) of the SEBI Listing Regulations.

Therefore, your directors recommend the Resolution as set out at **Item no. 6** for your approval by way of Special Resolution.

Except Mr. Jagannath P. Dange none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 6 of the Notice.

Item No: 7

The Board of Directors of the Company at its meeting held on 08th August, 2023 (based on the recommendation of the Nomination and Remuneration Committee) appointed Mr. Babulal Agarwal as Chairman & Managing Director of Company w.e.f. 08th August, 2023 for a term of 5 years. Based on the performance evaluation, the Nomination and Remuneration Committee approved and recommended to the Board the annual increment / revision of remuneration payable to Mr. Babulal Agarwal. The annual increment/ revision of remuneration as tabled below was approved by the Board subject to the approval of the shareholder at the ensuing AGM.

As per the provisions of Section 197 of the Companies Act, 2013 ("**the Act**"), the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company. Further the Company can pay a remuneration exceeding the limits specified in Section 197 read with Schedule V of the Act by obtaining approval from the members of the Company through a special resolution. Accordingly, approval of members of the Company in general meeting by way of special resolution has to be obtained for payment of remuneration to Mr. Babulal Agarwal, Director of the Company, as remuneration may exceeds the limits specified under Section 197 or/and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Act.

Details of the remuneration payable:

Gross Salary: ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum and at the Company's discretion will be eligible to receive annual/ mid-term performance appraisal including incentive / variable bonus subject to approval of the Board of Directors.

Perquisites, allowances and benefits: Medical Reimbursement, House Rent Allowance, Education Allowance, Leave Travel Concession / allowance, Provident Fund, Pension Fund & Superannuation Fund, Gratuity, Stock Options, provision of car with driver, personal accident insurance cover, Telephone/ Broadband, etc. as per policies of the Company and subject to applicable tax laws.

Minimum Remuneration:

In the absence, or inadequacy of the profits in any financial year, the remuneration including the perquisites mentioned above more specifically in the Employment Agreement shall be paid as a minimum remuneration.

Members are requested to note that the Board may modify / alter / vary the remuneration of Mr. Babulal Agarwal as a Director of the Company, as it may deem fit, and in accordance with the provisions of the Act read with Schedule V of the Act, the remuneration mentioned above shall be paid as a minimum remuneration with effect from 01st April, 2025.

The Company is not in default of payment to any bank or financial institution. The Company does not have any debentures or deposits as on date.

Statement containing additional information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V of the Act

I. General Information:

1.	Nature of industry	Trading of Iron and steel
2.	Date or expected date of commencement of commercial production	15-10-1986 *(Date of Incorporation)*
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	*(₹ In Lakhs)*

Particulars	Standalone		Consolidated	
	2024-2025	2023-2024	2024-2025	2023-2024
Total Income	62,676.35	40,895.29	1,57,093.04	1,09,375.41
Total Expenditure	60,845.03	31,867.64	1,40,778.53	88,100.17
Profit/(Loss) before Tax	**1,831.32**	**9,027.65**	**16,314.51**	**21,275.24**
Less: Income Tax expense	188.52	1,803.99	3,684.41	3,795.32
Net Profit/(Loss) after Tax	**1,642.80**	**7,223.66**	**12,630.10**	**17,479.92**

5.	Foreign Investments or collaborations, if any	NA

II. Information about the appointee:

1.	Background details	Mr. Babulal Agarwal is the Director of the Company and associated with the Company from 9th November, 2012 to 15th March, 2014 and subsequently from 08th August, 2023 onwards.
2.	Past Remuneration	₹ 90,00,000/- (Rupees Ninety Lakhs only) per annum.
3.	Recognition or awards	The Company has received various awards and recognition during his Tenure.
3.	Job profile and his suitability	He is a Commerce & Law graduate and has rich experience over 54 years in Steel Trading & Industry, associated with day-to-day affairs of the Company. He has expertise in the legal, administration, and management fields. He is a Founder and Board Member of Lloyds Group.
4.	Remuneration Proposed	As mentioned in the Resolution read with Explanatory Statement of this Notice.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size of the Company, responsibilities allocated to Mr. Babulal Agarwal, his contribution in the Company, the relevance of experience, his remuneration is commensurate with the general industry standards.
6.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any	Maternal Uncle of Mr. Rajesh Gupta.

III. Other Information:

1.	Reasons of loss or inadequate profits	Although the Company has not incurred any losses, the profits for the financial year may be inadequate due to multiple factors including a steep rise in interest rates, increasing operational costs, challenging business environment specific to the iron and steel trading sector, adverse market conditions, and uncertainties arising from changes in government policies impacting the metals and commodities industry.
2.	Steps taken or proposed to be taken for improvement	The Company has undertaken significant cost optimization measures in alignment with projected sales trends. Moving forward, the Company aims to strengthen and expand its network of suppliers and distribution partners to enhance market reach in the iron and steel trading sector. Focus will also be placed on improving operational efficiency and leveraging strategic partnerships to offer a wider range of quality steel products to clients.
3.	Expected increase in productivity and profits in measurable terms	During the financial year 2025-26 Company is expected to a considerable increase in profit and business results.

Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment and/or fixation of remuneration of Director is as under: -

Name of the Director	Mr. Babulal Agarwal
Director Identification Number (DIN)	00029389
Date of birth (Age)	27/11/1946 (78 years)
Date of First appointment on the Board	09/11/2012
Qualification	Commerce & Law graduate
Experience and expertise in specific functional areas	Mr. Babulal Agarwal brings with him over 54 years of rich and diverse experience in steel trading, corporate administration, and legal affairs. His deep industry knowledge and hands-on leadership have been instrumental in shaping the operational and strategic trajectory of the company. He has been a key member of the company's leadership team, contributing significantly to its growth and evolution. and continues to offer visionary guidance and plays an active role in providing strategic direction and governance. His expertise in legal matters and operational management makes him a critical pillar in the Company's continued success and expansion.
Terms and conditions of appointment or re- appointment	The Board of Directors of the Company at its meeting held on 08th August, 2023 (based on the recommendation of the Nomination and Remuneration Committee) appointed Mr. Babulal Agarwal as Chairman & Managing Director of Company w.e.f. 08th August, 2023 for a term of 5 years
Remuneration sought to be paid (₹)	₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum
Remuneration Last Drawn (₹)	₹ 90,00,000/- (Rupees Ninety Lakhs only) per annum
Number of Meetings of Board attended during the year	7 out of 8 Board Meeting during the FY 2024-25
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Maternal Uncle of Mr. Rajesh Gupta
Shareholding in the Company as on March 31, 2025	-

Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	2
Listed entities from which the Director has resigned in the past three years	-
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	-

As required by the Companies Act, 2013, approval of the members is being sought, for the revision in remuneration of Mr. Babulal Agarwal, Managing Director.

Except Mr. Babulal Agarwal, Director of the Company and Mr. Rajesh Gupta, Director of the Company, none of the Directors and/or Key Managerial Personnel or their relatives are in any way otherwise concerned or interested, financially or otherwise in the Resolution at **Item No. 7** of the accompanying Notice.

The Board recommends the Special Resolution set out at **Item No. 7** of the Notice for approval of the members.

By Order of the Board
For Lloyds Enterprises Limited

Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer
Membership No: ACS 69408

Date: 09th May, 2025
Place: Mumbai

E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

Date:

To,

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093

UNIT – LLOYDS ENTERPRISES LIMITED

Dear Sir,

Sub: Registration of Email ID for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our Email ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

Folio No.:
Email ID:
Name of the First / Sole Shareholder:
Signature:

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the Email address.

Annexure - 1

Details of Director seeking appointment/re-appointment

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking appointment/reappointment:

Particulars	Name of Directors	
Name of Director	Mr. Rajesh Gupta	Mr. Jagannath P. Dange
DIN	00028379	01569430
Photograph		
Date of Birth	10th October, 1964	01st June, 1951
Age	60 years	74 years
Date of first appointment on the Board	01st May, 2014	25th October, 2024
Date of re- appointment	08th August, 2023	Not Applicable
Qualifications	He holds a commerce graduate degree.	He holds a commerce and law graduate degree and has done post-graduation in Business Administration Development from Nagpur University, Pune University and Bath University from U.K.
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	He is a commerce graduate and a successful industrialist having vast knowledge and rich experience of over 35 years in Production, Management, Consultancy, and other areas in the Steel, Power Industries. He is a Founder and Board Member of Lloyds Group.	Mr. Jagannath P. Dange is Commerce and Law Graduate, and has done post-graduation in Business Administration Development from Nagpur University, Pune University and Bath University from U.K. He commenced his career as an IAS officer in 1973 in Maharashtra Cadre. He has served for more than 38 years in different positions including districts, Government of Maharashtra and Government of India and gained hands-on experience for the management of Government organizations, Public Sector undertakings and NGOs. During his tenure, he worked in various positions from Sub-divisional Magistrate to Chief Secretary of the Government of Maharashtra which has enabled him to acquire appropriate skills in coordinating with Governments and multiple agencies at the Districts, States and Central Government level. He has also handled various judicial and quasi-judicial matters in various positions held by him. He, along with other subjects, handled the work of various departments concerned with infrastructure and social sector including poverty alleviation and employment generation programmes for the entire state and for the entire country.

Disclosure of Relationships Between Directors Inter-Se, Manager & KMP	Mr. Babulal Agarwal (Chairman & Managing Director) is the maternal uncle of Mr. Rajesh Gupta.	None
Names of Bodies Corporates in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	**Directorship** ➢ Lloyds Enterprises Limited ➢ Lloyds Metals And Energy Limited ➢ Lloyds Surya Private Limited ➢ BBV Forum ➢ Lloyds Logistics Private Limited ➢ R2TM Private Limited ➢ Lloyds Infinite Foundation **Membership of Committees** ➢ Lloyds Enterprises Limited ➢ Lloyds Metals And Energy Limited ***Chairmanship of Committees** ➢ Nil	**Directorship** ➢ Lloyds Enterprises Limited ➢ Maharashtra Small Scale Industries Development Corporation Limited ➢ Allana Consumer Products Limited ➢ Curiosity Educom Private Limited ➢ SSG Renew-Tech Private Limited **Membership of Committees** ➢ Lloyds Enterprises Limited ***Chairmanship of Committees** ➢ Lloyds Enterprises Limited
No. of Shares held in the Company	21,61,433 Equity Shares of Face Value of Re. 01/- each.	Nil
No. of Board meetings attended during last Financial Year	07	04
Remuneration Last drawn	FY 2024-25 ₹ 30,000/- *(Sitting Fees)*	FY 2024-25 ₹ 70,000/- *(Sitting Fees)*
Terms and conditions of appointment	Executive Non-Independent Director of the Company liable to retire by rotation.	Appointed as a Non-Executive, Independent Director, of the Company for 5 years, not liable to retire by rotation.

Note: - $ Includes only Audit Committee and Stakeholders' Relationship Committee.

ATTENTION MEMBERS

Manners of registering/ updating email address:

Members holding shares in physical form and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by sending in duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes/ updation thereof), to the Registrar and Share Transfer Agent of the Company - **Bigshare Services Private Limited** at Office No S6-2, 6th floor Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 or by email to *investor@bigshareonline.com*.

Manner of joining the AGM

Facility to attend the AGM through VC/ OAVM is available through the NSDL e-voting system at *https://eservices.nsdl.com/*

TDS on Dividend

Members may note that as per the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961.

Tax Exemption Forms are available at *https://www.bigshareonline.com/resources-sebi_circular.aspx*.

Important dates

Particulars	Details
Date and Time of AGM	Friday, 29th August, 2025 at 11:00 A.M. (IST)
Mode of conduct	Video Conferencing /Other Audio Visual Means
Dividend details	Re. 0.10 per equity share
Record date for payment of Final Dividend	Friday, 22nd August, 2025
Book Closure Dates	From: Saturday, 23rd August, 2025 To: Friday, 29th August, 2025
Payment date for Final Dividend	On or after Saturday, 6th September, 2025
Cut-off date to determine entitlement for e-voting	Friday, 22nd August, 2025
E-voting start date and time	Sunday, 24th August, 2025 at 09:00 A.M. (IST)
E-voting end date and time	Thursday, 28th August, 2025 at 05;00 P.M. (IST)
E-voting event number (EVEN)	134772
Conclusion of Speaker Registration period	Friday, 22nd August, 2025