

NOTICE

NOTICE is hereby given that the Fortieth (40th) Annual General Meeting (“**AGM**”) of the Members of Lloyds Enterprises Limited (“**the Company**”) will be held on **Thursday, 09th July, 2026 at 11:00 A.M** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), deemed to be held at 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, 2026, together with 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, 2026, together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

- 2. To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31st March, 2026, together with the report of the 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, 2026, together with the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

- 3. To appoint Mr. Babulal Agarwal (DIN: 00029389) as a Managing Director liable to retire by rotation.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder and the other applicable provisions, if any of the Companies Act, 2013, (*including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force*), Mr. Babulal Agarwal (DIN: 00029389), who retires by rotation at this Annual General Meeting in accordance with the Articles of Association of the Company and being eligible for re-appointment, offers himself for re-appointment, be and is hereby appointed as a Managing Director of the Company.”

- 4. Declaration of Final Dividend for the Financial Year ended 31st March, 2026.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 123 of the Companies Act, 2013 and rules made thereunder and the other applicable provisions, if any of the Companies Act, 2013, final dividend at the rate of ₹ 0.05/- (Rupee Zero and Five Paise only) (5%) per equity share of face value of ₹1/- (Rupee One only) each fully paid-up and a pro-rata dividend on the partly paid-up equity shares of the Company (that is, dividend in proportion to the amount paid-up on such shares), be and is hereby declared for the Financial Year ended 31st March, 2026, and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source as applicable.”

- 5. To appoint M/s. V. K. Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W) as the Statutory Auditors of the Company.**

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

“**RESOLVED THAT** pursuant to provisions of Section 139, 141, 142 and 143 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (*including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force*), and based on the recommendations of Audit Committee and Board of Directors of the Company, M/s. V. K. Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), who have confirmed their eligibility for appointment, be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years i.e., to hold office from conclusion of this 40th Annual General Meeting up to the conclusion of 45th Annual General Meeting of the Company to be held in the year 2031, to conduct audit of accounts of the Company, subject to their continuity of fulfilment of the applicable eligibility norms, at such remuneration as may be mutually agreed between the Board of Directors or any Committee of the Board and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all acts, deeds, matters and things as deemed necessary, desirable or proper and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

SPECIAL BUSINESS:

6. Re-appointment of Mr. Sandeep Suhas Aole (DIN: 01786387) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, *(including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force)*, and Regulation 16(1)(b), 17, 17(1C) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) *(including any statutory modification(s) or re-enactment thereof for the time being in force)*, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sandeep Suhas Aole (DIN: 01786387), whose term expires on 26th May, 2027 as a Non-Executive Independent Director, who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible, be and is hereby re-appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from 27th May, 2027 to 26th May, 2032.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Sandeep Suhas Aole (DIN: 01786387) shall be entitled to receive the sitting fees, commission and reimbursement of expenses for attending the meetings of Board and Committee(s), as permitted to be received in the capacity of Non-Executive Independent Director, under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and the Board of Directors, from time to time.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all acts, deeds, matters and things as deemed necessary, desirable or proper and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms.

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

7. To Approve revision of Remuneration of Mr. Babulal Agarwal (DIN: 00029389), Chairman & 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 196, 197 and 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 and Schedule V of the 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 Regulation 17(6) and other applicable provisions of Securities and Exchange Board of India (**“SEBI”**) (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*), 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), Chairman & Managing Director of the Company w.e.f. 01st April, 2026 notwithstanding that such remuneration may exceed the limits prescribed under Section 197 in the absence or inadequacy of profits during the said period, subject to the limits prescribed in Schedule V, Part II, Section II of the Companies Act, 2013, to Mr. Babulal Agarwal, Chairman & Managing Director, on the terms and conditions as set out in the explanatory statement annexed hereto.

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, 2026.

- Salary: ₹ 1,80,00,000/- (Rupees One Crore Eighty Lakhs only) per annum 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 and 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)."

8. To Approve Material Related Party Transactions with Lloyds Engineering Works Limited:

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

"**RESOLVED THAT** pursuant to Regulation 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited ("**the Company**"), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements /transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the

explanatory statement with Lloyds Engineering Works Limited ("**LEWL**"), a related party under section 2(76) of the Act and as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and LEWL for an aggregate value of up to ₹ 200 crores (Rupees Two Hundred Crores only) for a period commencing from the 40th Annual General Meeting upto the date of 41st Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors ("**the Board**"), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution.

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, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give 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 further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution."

9. To Approve Material Related Party Transactions with Lloyds Metals and Energy Limited:

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

“RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”) read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited (“**the Company**”), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements /transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the explanatory statement with Lloyds Metals and Energy Limited (“**LMEL**”), a related party under section 2(76) of the Act and as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and LMEL for an aggregate value of up to ₹ 500 crores (Rupees Five Hundred Crores only) for a period commencing from the 40th Annual General Meeting upto the date of 41st Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (“**the Board**”), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution.

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, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give 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 further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution.”

10. To Approve Material Related Party Transactions with Lloyds Realty Developers Limited:

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

“RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”) read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited (“**the Company**”), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements /transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the explanatory statement with Lloyds Realty Developers Limited (“**LRDL**”), a related party under section 2(76) of the Act and as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and LRDL for an aggregate value of up to ₹ 500 crores (Rupees Five

Hundred Crores only) for a period commencing from the 40th Annual General Meeting upto the date of 41st Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors ("the Board"), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution.

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, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give 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 further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution."

11. To Approve Material Related Party Transactions with Indrajit Properties Private Limited:

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

"RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations

and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited ("the Company"), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements /transactions and/or enter into and/ or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the explanatory statement with Indrajit Properties Private Limited ("IPPL"), a related party under section 2(76) of the Act and as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and IPPL for an aggregate value of up to ₹ 200 crores (Rupees Two Hundred Crores only) for a period commencing from the 40th Annual General Meeting upto the date of 41st Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors ("the Board"), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution.

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, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give 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 further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution."

12. To Approve Material Related Party Transactions with Lloyds Infrastructure & Construction Limited:

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

"RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited ("**the Company**"), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements / transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the explanatory statement with Lloyds Infrastructure & Construction Limited ("**LICL**"), a related party under section 2(76) of the Act and as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and LICL for an aggregate value of up to ₹ 200 crores (Rupees Two Hundred Crores only) for a period commencing from the 40th Annual General Meeting upto the date of 41st Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors ("**the Board**"), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms

and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution.

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, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give 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 further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution."

13. To Approve Material Related Party Transactions with Lloyds Realty Limited:

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

"RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited ("**the Company**"), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company

(hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements / transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the explanatory statement with Lloyds Realty Limited (**“LRL”**), a related party under section 2(76) of the Act and as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and LRL for an aggregate value of up to ₹ 1000 crores (Rupees One Thousand Crores only) for a period commencing from the 40th Annual General Meeting upto the date of 41st Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (**“the Board”**), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution.

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, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give 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 further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution.”

14. To Approve Material Related Party Transactions with Simon Developers & Infrastructure Private Limited:

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

“RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India (**“SEBI”**) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the applicable provisions of the Companies Act, 2013 (**“Act”**) read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited (**“the Company”**), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements /transactions and/or enter into and/ or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the explanatory statement with Simon Developers & Infrastructure Private Limited (**“SDIPL”**), a related party under section 2(76) of the Act and as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and SDIPL for an aggregate value of up to ₹ 300 crores (Rupees Three Hundred Crores only) for a period commencing from the 40th Annual General Meeting upto the date of 41st Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (**“the Board”**), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument,

make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution.

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, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give 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 further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution.”

**By Order of the Board of Directors
For Lloyds Enterprises Limited**

**Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer
Membership No: ACS69408**

Date: 08th May, 2026

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. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“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 14 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 2025-26 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 ID are not registered can get their Email ID registered as follows:
 - Members holding shares in demat form can get their Email 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.

- 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.
- 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@mishra.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.
- 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.
- 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.
- 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/>.
- 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, 06th July, 2026 through email on lloydsenterprises@lloyds.in. The same will be replied by the Company suitably.
- 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.
- Members who are desirous of attending the AGM may send their request by Thursday, 02nd July, 2026 (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, 06th July, 2026. 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	Thursday, 02 nd July, 2026
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.	
Book closure dates	From: Friday, 03 rd July, 2026
Period during which the Register of Members and Share Transfer Books of the Company shall remain closed	To: Thursday, 09 th July, 2026
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	Saturday, 04 th July, 2026 from 9:00 A.M. (IST)
End date & time	Wednesday, 08 th July, 2026 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., Thursday, 02nd July, 2026 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 Thursday, 02nd July, 2026.

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.

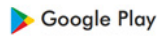
Details on Step 1 are mentioned below:

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 .	- 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. - 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. - 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 - 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. - 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    
Individual Shareholders holding securities in demat mode with CDSL	- 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. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.

Type of shareholders	Login Method
	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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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?

- 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, 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.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***.

- Password details for shareholders other than Individual shareholders are given below:

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

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@mishra.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.

THE INSTRUCTIONS 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 email 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 AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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 Thursday, 02nd July, 2026 (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 Friday, 03rd July, 2026 to Thursday, 09th July, 2026 (both days inclusive) for the purpose of the AGM of the Company.
- (b) The Board of Directors have recommended a Final Dividend of ₹ 0.05/- (Rupee Zero and Five Paise only) (5%) per Equity Share of face value of ₹ 1/- (Rupee One Only) each for the Financial Year ended 31st March, 2026 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 Wednesday, 15th July, 2026.
- (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 Thursday, 02nd July, 2026.

- (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 Thursday, 02nd July, 2026.

The dividend payable on partly paid-up equity shares shall be adjusted against any amount outstanding and payable by the respective shareholders towards the Rights Issue as on the Record Date. To the extent of such outstanding dues, the dividend entitlement shall stand appropriated and set-off against the same, and only the net balance amount, if any, shall be paid to the concerned shareholders in accordance with applicable laws and the terms of the Rights Issue.

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 1st 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), LECS (Local ECS)/ RECS (Regional ECS)/ NECS (National ECS), 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. 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 Demand Drafts in transit and undue delay in receipt of the same, 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/- (Rupees Ten Thousand Only). 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 (Seven) 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 Thursday, 02nd July, 2026 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, Permanent Account Number (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
- 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 2 (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 email address so far are requested to register their email 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 / email 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. Thursday, 02nd July, 2026.
- 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

GENERAL GUIDELINES FOR SHAREHOLDERS:

- a) The Company has appointed Mitesh Shah (Membership No.: FCS10070) Partner from M/s. Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH104700) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.

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 Ordinary / Special Business mentioned in the accompanying Notice:

Item No. 5

The members at the 35th Annual General Meeting of the Company held on Wednesday, 29th September, 2021 had re-appointed M/s. Todarwal & Todarwal LLP, Chartered Accountants (Firm Registration No: 111009W/W100231) as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the 35th Annual General Meeting till the conclusion of 40th Annual General Meeting.

In terms of the provisions of Section 139(2) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, a Company is permitted to appoint or re-appoint an audit firm as its Statutory Auditors for not more than two (2) consecutive terms of five (5) years each.

M/s. Todarwal & Todarwal LLP, Chartered Accountants (Firm Registration No.: 111009W/W100231), were appointed as the Statutory Auditors of the Company and are completing their second consecutive term of five (5) years at the conclusion of this Annual General Meeting.

Accordingly, in compliance with the provisions of Section 139(2) of the Companies Act, 2013, M/s. Todarwal & Todarwal LLP, Chartered Accountants (Firm Registration No.: 111009W/W100231) shall not be eligible for re-appointment as the Statutory Auditors of the Company upon completion of their present term.

The Board of Directors of the Company (“the Board”), at its meeting held on Friday, 08th May, 2026 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of M/s. V. K. Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W) as Statutory Auditor of the Company in place of the Retiring Auditor i.e. M/s. Todarwal & Todarwal LLP, Chartered Accountants (Firm Registration No: 111009W/ W100231) for a term of 5 (five) consecutive years from the conclusion of this 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company.

M/s. V. K. Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W) has given consent to their appointment and confirmed that their appointment if made would be in accordance with Section 139 read with Section 141 of the Act. M/s. V. K. Beswal & Associates, Chartered Accountants has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold

a valid certificate issued by the ‘Peer Review Board of ICAI’. Additionally, they have provided a declaration confirming their independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

The proposed remuneration to be paid to Statutory Auditor for the financial year 2026-27 is ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only). The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

There is no material change in the fees considering the size of the Company. The Notice of the ensuing AGM also contain a resolution for consideration and approval of the Members for their appointment as such in place of the existing Statutory Auditors.

Based on the recommendation made by the Audit Committee and considering the experience and expertise, the Board recommends the appointment of M/s. V. K. Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W) as a Statutory Auditor for the for a term of five consecutive years, as set out in the Resolution no. 5, for approval of the Members as an Ordinary Resolution.

None of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the notice except to the extent of their shareholding in the Company, if any.

Accordingly, the Board recommends the Resolution set out under Item No. 5 of the accompanying Notice, for the approval of the Members of the Company as an **Ordinary Resolution**.

Item No: 6

Mr. Sandeep Suhas Aole (DIN: 01786387), was appointed as a Non- Executive Independent Director of the Company for a period of 5 (Five) consecutive years commencing from 27th May, 2022 to 26th May, 2027, in the 36th Annual General Meeting of the Company held on Wednesday, 24th August, 2022, via. Video Conferencing / Other Audio-Visual Means (VC/OAVM). Accordingly, his term of 5 (Five) consecutive years as an Independent Director of the Company, is due to expire on 26th May, 2027. Upon completion of his term, he is eligible for reappointment as a Non- Executive Independent Director on the Board of the Company for a second term subject to the approval of the Members by a Special Resolution.

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), and pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV

of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 08th May, 2026 had recommended the re-appointment Mr. Sandeep Suhas Aole (DIN: 01786387), aged 52 years, as a Non- Executive Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from 27th May, 2027 to 26th May, 2032 subject to the approval of the Members of the Company by way of a special resolution.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, given his professional background and experience and contributions made by him during his tenure, his continuance as a Non-Executive Independent Director would be beneficial to the Company. Accordingly, it is proposed to reappoint Mr. Sandeep Suhas Aole as a Non- Executive Independent Director of the Company for a second term of 5 (Five) consecutive years, not liable to retire by rotation.

He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

The Company has received declarations from Mr. Sandeep Suhas Aole, that he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being eligible for his appointment as an Independent Director. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

He is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 or the National Stock

Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20th June 2018 pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies and he is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA").

Except Mr. Sandeep Suhas Aole and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the notice except to the extent of their shareholding in the Company.

Accordingly, the Board recommends the Resolution set out under Item No. 6 of the accompanying Notice, for the approval of the Members of the Company as a **Special Resolution**.

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 for a period of five (5) years with effect from 08th August, 2023 to 07th August, 2028. 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.

Due to possible inadequacy of profits or absence of profits during this period, the remuneration is proposed to be paid in accordance with Schedule V, Part II, Section II of the Companies Act, 2013, which permits companies to pay remuneration to managerial personnel in case of inadequate profits, subject to approval by members by way of a special resolution

Information required under Section II, Part II of Schedule V of the Companies Act, 2013.

I. General information:

- 1) Nature of industry:
Lloyds Enterprises Limited ("LEL") was incorporated on 15th October, 1986. LEL is engaged in Trading of Iron and steel.
- 2) Date or expected date of commencement of commercial production:
15-10-1986 (Date of Incorporation)
- 3) Financial performance based on given indicators:

(₹ in 'Crores)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Total Income	812.09	626.76	2,183.71	1,570.93
Total Expenditure	501.07	608.45	1,711.10	1,407.78
Profit/(Loss) before Tax	311.02	18.31	472.61	163.15
Exceptional Items	-	-	(4.09)	-
Less: Income Tax expense	42.93	1.88	93.99	36.84
Net Profit/(Loss) after Tax	268.09	16.43	374.53	126.31

- 4) Foreign investments or collaborations, if any.
Not Applicable

II. Information about the appointee:

- 1) Background details:

Mr. Babulal Agarwal is the Director of the Company and associated with the Company from 09th November, 2012 to 15th March, 2014 and subsequently from 08th August, 2023 onwards.

- 2) Past Remuneration:

The details of Remuneration drawn by Mr. Babulal Agarwal for past three years:

(₹ in 'Crores)	
Year	Total Remuneration
2023-24	0.42
2024-25	0.90
2025-26	1.50

- 3) Recognition or awards:

The Company has received various awards and recognition during his Tenure.

- 4) 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.

- 5) Remuneration Proposed:

As mentioned in the Resolution read with Explanatory Statement of this Notice.

- 6) 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.

- 7) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.

Maternal Uncle of Mr. Rajesh Gupta.

III. Other information:

- 1) Reasons of loss or inadequate profits:

The Company's standalone financial statements for FY 2025-26 reflect a net profit after tax of ₹ 268.09 Crore. However, the proposed remuneration revision commences from 01st April, 2026 and covers the entire tenure of the appointment (upto 07th August, 2028). During this period, the Company cannot rule out the possibility of absence or inadequacy of profits in any financial year owing to business uncertainties, market volatility in the iron and steel sector, and general economic conditions. Accordingly, the approval is being sought under Schedule V, Part II, Section II as a special resolution to provide a protective cover for payment of remuneration even in any year of inadequate profits.

- 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:

With the suggestions above, the Company expects to improve the productivity and margin also.

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 (79 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 08 th 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. 08 th August, 2023 for a term of 5 years.
Remuneration sought to be paid (₹)	₹. 1,80,00,000/- (Rupees One Crore Eighty Lakhs only) per annum
Remuneration Last Drawn (₹)	₹. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum
Number of Meetings of Board attended during the year	9 out of 9 Board Meeting during the Financial Year 2025-2026
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Maternal Uncle of Mr. Rajesh Rajnarayan Gupta
Shareholding in the Company as on 31 st March, 2026	-
Directorships of other Boards (including Directorships on the Board of Listed companies) as on 31 st March, 2026	2
Listed entities from which the Director has resigned in the past three years	-
Memberships/ Chairmanship of Board Committees of other companies as on 31 st March, 2026	-

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

Except Mr. Rajesh Gupta, Mr. Babulal Agarwal and their relatives, 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.

Accordingly, the Board recommends the Resolution set out under Item No. 7 of the accompanying Notice, for the approval of the Members of the Company as a **Special Resolution**.

Item No. 8

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm’s length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party exceed 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

All material related party transactions are required to receive prior approval of the shareholders, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited (“**LEL**” or “**the Company**”) proposes to enter into material Related Party Transaction(s) with Lloyds Engineering Works Limited (“**LEWL**”). These

transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and LEWL, for an aggregate value up to ₹ 200 crores (Rupees Two Hundred Crores) for purchase of machinery and other equipment for the purpose of processing of steel, purchase or sale of steel and other raw materials, loans and advances (other than trade advances) or inter-corporate deposits, investments by the Company, borrowings by the Company or its subsidiary and giving / taking of Guarantees (including performance guarantees in nature of security/contractual commitment or which could have impact in monetary terms on the issuer of such guarantee), surety or indemnities, comfort letters, Guarantee Commission / Fees or similar obligations by whatever name called, made or given by the Company or its subsidiary. Guarantee Commission / Fees. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on Monday, 09th February, 2026, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company.

In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being

sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in “**Annexure A**”. The maximum value of such transactions is estimated based on the Company’s existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management and based on the mandatory disclosures required to be furnished under the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated 13th October, 2025, considered the proposed transaction at its meeting held on Monday, 9th February, 2026. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm’s length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the SEBI titled Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are annexed to this Notice.

Except Mr. Rajesh Gupta, Mr. Babulal Agarwal and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 8 of the notice except to the extent of their shareholding in the Company.

Based on the Committee’s recommendations, the Board of Directors recommends the resolution set out in Item No. 8 for approval by the shareholders by way of an **Ordinary Resolution**.

Item No. 9

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be

determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm’s length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party exceed 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

All material related party transactions are required to receive prior approval of the shareholders, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited (“**LEL**” or the “**the Company**”) proposes to enter into material Related Party Transaction(s) with Lloyds Metals and Energy Limited (“**LMEL**”). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and LMEL, for an aggregate value up to ₹ 500 crores (Rupees Five Hundred Crores) for procurement of iron ore and other products of the Company, trade of such other goods and services as may be necessary and incidental, sale of services including capital services and materials used in the normal course by the Company, loans and advances (other than trade advances) or inter-corporate deposits and investments by the Company, borrowings by the Company or its subsidiary and giving / taking of Guarantees (including performance guarantees in nature of security/contractual commitment or which could have impact in monetary terms on the issuer of such guarantee), surety or Indemnities, comfort letters or similar obligations by whatever name called, issued or given by the Company or its subsidiary and Guarantee Commission / Fees. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on Monday, 09th February, 2026, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company.

In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in “**Annexure A**”. The maximum value of such transactions is estimated based on the Company’s existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management and based on the mandatory disclosures required to be furnished under the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated 13th October, 2025, considered the proposed transaction at its meeting held on Monday, 09th February, 2026. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm’s length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the SEBI titled Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are annexed to this Notice.

Except Mr. Rajesh Gupta, Mr. Babulal Agarwal and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 9 of the notice except to the extent of their shareholding in the Company.

Based on the Committee’s recommendations, the Board of Directors recommends the resolution set out in Item No. 9 for approval by the shareholders by way of an **Ordinary Resolution**.

Item No. 10

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm’s length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party

exceed 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

All material related party transactions are required to receive prior approval of the shareholders, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited (“**LEL**” or the “**the Company**”) proposes to enter into material Related Party Transaction(s) with Lloyds Realty Developers Limited (“**LRDL**”). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and LRDL, for an aggregate value up to ₹ 500 crores (Rupees Five Hundred Crores) for Sale, purchase or supply of any goods or materials, including selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services, subscribing to the securities of the Company, loans and advances (other than trade advances) or inter-corporate deposits and investments by the Company, borrowings by the Company or its subsidiary and giving / taking of Guarantees (including performance guarantees in nature of security/contractual commitment or which could have impact in monetary terms on the issuer of such guarantee), surety or Indemnities, comfort letters or similar obligations by whatever name called, issued or given by the Company or its subsidiary and Guarantee Commission / Fees. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on Monday, 09th February, 2026, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company.

In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in “**Annexure A**”. The maximum value of such transactions is estimated based on the Company’s existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management and based on the mandatory disclosures required to be furnished under the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated 13th October, 2025, considered the proposed transaction at its meeting held on Monday, 9th February, 2026. The Audit Committee reviewed and approved the said transaction(s) and recommended them

to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm's length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the SEBI titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are annexed to this Notice.

Except Mr. Babulal Agarwal, Mr. Rajesh Gupta and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the notice except to the extent of their shareholding in the Company.

Based on the Committee's recommendations, the Board of Directors recommends the resolution set out in Item No. 10 for approval by the shareholders by way of an **Ordinary Resolution**.

Item No. 11

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm's length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party exceed 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

All material related party transactions are required to receive prior approval of the shareholders, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited ("**LEL**" or the "**the Company**") proposes to enter into material Related Party Transaction(s)

with Indrajit Properties Private Limited ("**IPPL**"). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and IPPL, for an aggregate value up to ₹ 200 crores (Rupees Two Hundred Crores) for loans and advances (other than trade advances) or inter-corporate deposits and investments by the Company, borrowings by the Company or its subsidiary and giving / taking of Guarantees (including performance guarantees in nature of security/contractual commitment or which could have impact in monetary terms on the issuer of such guarantee), surety or Indemnities, comfort letters or similar obligations by whatever name called, issued or given by the Company or its subsidiary and Guarantee Commission/Fees. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on Monday, 9th February, 2026, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company.

In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in "**Annexure A**". The maximum value of such transactions is estimated based on the Company's existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management and based on the mandatory disclosures required to be furnished under the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated 13th October, 2025, considered the proposed transaction at its meeting held on Monday, 9th February, 2026. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm's length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated January 30, 2026 read with

Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the SEBI titled Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are annexed to this Notice.

Except Mr. Babulal Agarwal, Mr. Rajesh Gupta and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 11 of the notice except to the extent of their shareholding in the Company.

Based on the Committee’s recommendations, the Board of Directors recommends the resolution set out in Item No. 11 for approval by the shareholders by way of an **Ordinary Resolution**.

Item No. 12

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm’s length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party exceed 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

All material related party transactions are required to receive prior approval of the shareholders, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited (“**LEL**” or the “**the Company**”) proposes to enter into material Related Party Transaction(s) with Lloyds Infrastructure & Construction Limited (“**LICL**”). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and LICL, for an aggregate value up to ₹ 200 crores (Rupees Two Hundred Crores) for Sale of steel and other raw materials, purchase or supply of any goods or materials, and giving / taking of Guarantees (including performance guarantees in nature of security/ contractual commitment or which could have impact in monetary terms on the issuer of such guarantee), surety or Indemnities, comfort letters or similar obligations by whatever name called, issued or given by the Company

or its subsidiary and Guarantee Commission / Fees. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on Monday, 9th February, 2026, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company.

In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in “**Annexure A**”. The maximum value of such transactions is estimated based on the Company’s existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management and based on the mandatory disclosures required to be furnished under the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated 13th October, 2025, considered the proposed transaction at its meeting held on Monday, 9th February, 2026. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm’s length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the SEBI titled Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are annexed to this Notice.

Except Mr. Rajesh Gupta and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 12 of the notice except to the extent of their shareholding in the Company.

Based on the Committee’s recommendations, the Board of Directors recommends the resolution set out in Item No. 12 for approval by the shareholders by way of an **Ordinary Resolution**.

Item No. 13

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm’s length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party exceed 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

All material related party transactions are required to receive prior approval of the shareholders, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited (“**LEL**” or the “**the Company**”) proposes to enter into material Related Party Transaction(s) with Lloyds Realty Limited (“**LRL**”). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and LRL, for an aggregate value up to ₹ 1000 crores (Rupees One Thousand Crores only) for sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services, Subscribing to the securities of the Company, loans and advances (other than trade advances) or inter-corporate deposits and investments by the Company, borrowings by the Company or its subsidiary and giving / taking of Guarantees (including performance guarantees in nature of security/contractual commitment or which could have impact in monetary terms on the issuer of such guarantee), surety or Indemnities, comfort letters or similar obligations by whatever name called, issued or given by the Company or its subsidiary and Guarantee Commission / Fees. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on Monday, 9th February, 2026, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company.

In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and

transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in “**Annexure A**”. The maximum value of such transactions is estimated based on the Company’s existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management and based on the mandatory disclosures required to be furnished under the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated 13th October, 2025, considered the proposed transaction at its meeting held on Monday, 9th February, 2026. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm’s length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the SEBI titled Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are annexed to this Notice.

Except Mr. Babulal Agarwal, Mr. Rajesh Gupta and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 13 of the notice except to the extent of their shareholding in the Company.

Based on the Committee’s recommendations, the Board of Directors recommends the resolution set out in Item No. 13 for approval by the shareholders by way of an **Ordinary Resolution**.

Item No. 14

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm’s length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party exceed 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

All material related party transactions are required to receive prior approval of the shareholders, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited (“LEL” or the “the Company”) proposes to enter into material Related Party Transaction(s) with Simon Developers & Infrastructure Private Limited (“SDIPL”). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and SDIPL, for an aggregate value up to ₹ 300 crores (Rupees Three Hundred Crores) for sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, loans and advances (other than trade advances) or inter-corporate deposits and investments by the Company, borrowings by the Company or its subsidiary and giving / taking of Guarantees (including performance guarantees in nature of security/contractual commitment or which could have impact in monetary terms on the issuer of such guarantee), surety or Indemnities, comfort letters or similar obligations by whatever name called, issued or given by the Company or its subsidiary and Guarantee Commission / Fees. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on Monday, 9th February, 2026, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company.

In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in “Annexure A” The maximum value of such transactions is estimated based on the Company's existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management and based on the mandatory disclosures required to be furnished under the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated 13th October, 2025, considered the proposed transaction at its meeting held on Monday, 9th February, 2026. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm's length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the SEBI titled Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are annexed to this Notice.

Except Mr. Babulal Agarwal, Mr. Rajesh Gupta and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 14 of the notice except to the extent of their shareholding in the Company.

Based on the Committee's recommendations, the Board of Directors recommends the resolution set out in Item No. 14 for approval by the shareholders by way of an **Ordinary Resolution**.

**By Order of the Board of Directors
For Lloyds Enterprises Limited**

**Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer
Membership No: ACS69408**

Date: 08th May, 2026

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

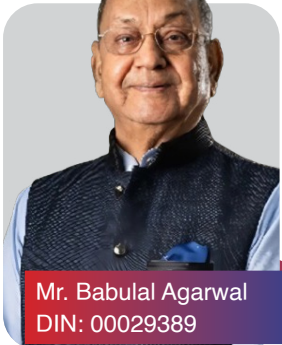
We hereby register our Email ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

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.

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/Re-appointment

Particulars	Details of Directors	
Name of Director		
DIN		
Photograph		
		
	Mr. Babulal Agarwal DIN: 00029389	Mr. Sandeep Aole DIN: 01786387
Date of Birth	27 th November, 1946	01 st May, 1974
Age	79 Years	52 Years
Date of first appointment on the Board	09 th November, 2012	27 th May, 2022
Date of re- appointment	01 st October, 2023	Proposed 27 th May, 2027
Nationality	Indian	Indian
Qualifications	He is Commerce & Law Graduate.	He is Commerce & Law Graduate.
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Babulal Kesar Deo Agarwal is a Commerce & Law Graduate and has rich experience over 54 years in Steel Trading & Industry. He is associated with day-to-day affairs of the Company. He has expertise in legal, administration and management field. He is Founder Board Member of Lloyds Group.	Mr. Sandeep Suhas Aole is a Commerce and Law graduate and has experience of around 24 years in the field of Commercial Laws, Company Laws, Arbitration Law & Mediation, Constitution.
Disclosure of relationships between directors (in case of appointment of a director).	Mr. Babulal Agarwal is the maternal uncle of Mr. Rajesh Gupta.	None
Names of listed entities in which the person also holds the Directorship and the Membership/ Chairmanship of Committees of the Board \$	1. Directorship - Lloyds Enterprises Limited - Lloyds Metals and Energy Limited 2. Membership of Committees – Nil 3. Chairmanship of Committees - Nil	1. Directorship - Lloyds Enterprises Limited 2. Membership of Committees - Lloyds Enterprises Limited-Audit Committee 3. Chairmanship of Committees - Nil
No. of Shares held in the Company	Nil	Nil
Remuneration last drawn (For F.Y. 2025-26)	The remuneration paid to Mr. Babulal Agarwal for the Financial Year 2025–26 is ₹1,50,00,000/- (Rupees One Crore Fifty Lakh Only) per annum	Sitting Fees paid to Mr. Sandeep Aole for F.Y. 2025-26 is ₹ 7,25,000/- (Rupees Seven Lakhs Twenty Five Thousand only)
No. of Board meetings attended during last Financial Year	9 out of 9	9 out of 9
Terms and conditions of re-appointment	Chairman & Managing Director of the Company liable to retire by rotation.	Non-Executive Independent Director to hold office for a second term of five years from 27 th May, 2027 to 26 th May, 2032, not liable to retire by rotation.

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

Disclosure of Lloyds Enterprises Limited
("the Company" or "Listed entity")

in accordance with

Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions (RPTs)"
("RPT Industry Standards")

MINIMUM INFORMATION OF THE PROPOSED RELATED PARTY TRANSACTIONS

PART A

Particulars of the information		Information provided by the management		
A(1) Basic details of the related party				
Sr. No.	Name of the related party	Lloyds Engineering Works Limited (LEWL)	Lloyds Metals and Energy Limited (LMEL)	Lloyds Realty Developers Limited (LRDL)
1	Name of the related party	Lloyds Engineering Works Limited (LEWL)	Lloyds Metals and Energy Limited (LMEL)	Lloyds Realty Developers Limited (LRDL)
2	Country of incorporation of the related party	India	India	India
3	Nature of business of the related party	LEWL is engaged in business of design, engineering and manufacture of heavy equipment, machinery, and systems tailored to meet the stringent requirements of various industries.	LMEL is engaged in business of Iron Ore mining, Pellet production and Power generation.	LRDL is engaged in business of Construction and Development of Properties.
A(2) Relationship and ownership of the related party				
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	LEWL is a subsidiary of Lloyds Enterprises Limited (LEL).	Lloyds Enterprises Limited (LEL) is one of the promoter of LMEL.	LRDL is a subsidiary of Lloyds Enterprises Limited (LEL).
		LEWL holds 49.26% equity share capital in LEWL (Direct and Indirect).	LEL is holding directly 4.27% of equity shares capital in LMEL.	IPPL is a subsidiary of Lloyds Enterprises Limited (LEL).
	Shareholding of the listed entity, whether direct or indirect, in the related party.	LEL holds 76.33% equity share capital in IPPL (Direct and Indirect).	LEL holds directly 60.38% equity share capital in LRDL.	LEL holds 76.33% equity share capital in IPPL (Direct and Indirect).

• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not Applicable	Not Applicable	Not Applicable	Not Applicable																												
• Shareholding of the related party, whether direct or indirect, in the listed entity.	Nil	Nil	Nil	Nil																												
A(3) Details of previous transactions with the related party																																
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2024-25 (₹ In Crores)</th></tr><tr><td>1.</td><td>Sale of goods</td><td>0.39</td></tr><tr><td>2.</td><td>Advance for capital goods</td><td>6.00</td></tr></table>	Sr. No	Nature of Transactions	FY 2024-25 (₹ In Crores)	1.	Sale of goods	0.39	2.	Advance for capital goods	6.00	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2024-25 (₹ In Crores)</th></tr><tr><td>1.</td><td>Investment in Share Warrants</td><td>194.25</td></tr></table>	Sr. No	Nature of Transactions	FY 2024-25 (₹ In Crores)	1.	Investment in Share Warrants	194.25	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ In Crores)</th></tr><tr><td>1.</td><td>Purchase of Debentures</td><td>194.25</td></tr></table>	Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)	1.	Purchase of Debentures	194.25	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ In Crores)</th></tr><tr><td>1.</td><td>Loan taken</td><td>99.42</td></tr></table>	Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)	1.	Loan taken	99.42
Sr. No	Nature of Transactions	FY 2024-25 (₹ In Crores)																														
1.	Sale of goods	0.39																														
2.	Advance for capital goods	6.00																														
Sr. No	Nature of Transactions	FY 2024-25 (₹ In Crores)																														
1.	Investment in Share Warrants	194.25																														
Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)																														
1.	Purchase of Debentures	194.25																														
Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)																														
1.	Loan taken	99.42																														
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ In Crores)</th></tr><tr><td>1.</td><td>Purchase of shares</td><td>59.47</td></tr><tr><td>2.</td><td>Sale of goods</td><td>0.04</td></tr><tr><td>3.</td><td>Advance given for Machinery</td><td>53.00</td></tr><tr><td>4.</td><td>Purchase of Machinery</td><td>50.45</td></tr></table>	Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)	1.	Purchase of shares	59.47	2.	Sale of goods	0.04	3.	Advance given for Machinery	53.00	4.	Purchase of Machinery	50.45	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ In Crores)</th></tr><tr><td>1.</td><td>Investment in Share Warrants</td><td>360.75</td></tr></table>	Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)	1.	Investment in Share Warrants	360.75	Not Applicable	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ In Crores)</th></tr><tr><td>1.</td><td>Repayment of loan taken</td><td>0.08</td></tr></table>	Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)	1.	Repayment of loan taken	0.08
Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)																														
1.	Purchase of shares	59.47																														
2.	Sale of goods	0.04																														
3.	Advance given for Machinery	53.00																														
4.	Purchase of Machinery	50.45																														
Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)																														
1.	Investment in Share Warrants	360.75																														
Sr. No	Nature of Transactions	FY 2025-26 (₹ In Crores)																														
1.	Repayment of loan taken	0.08																														
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	No	No																												
A(4) Amount of the proposed transaction(s)																																
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	₹ 200 crores	₹ 500 crores	₹ 200 crores																												

2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).	Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).	Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).																								
3	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	13.44%	33.60%	13.44%																								
4	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable	Not Applicable																								
5	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	23.65%	7.44%	935.63%																								
6	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-25 (₹ in Crores)</th></tr><tr><td>Turnover</td><td>755.78</td></tr><tr><td>Profit After Tax</td><td>99.72</td></tr><tr><td>Net worth</td><td>645.03</td></tr></table>	Particulars	FY 2024-25 (₹ in Crores)	Turnover	755.78	Profit After Tax	99.72	Net worth	645.03	<table><tr><th>Particulars</th><th>FY 2024-25 (₹ in Crores)</th></tr><tr><td>Turnover</td><td>6721.40</td></tr><tr><td>Profit After Tax</td><td>1450.95</td></tr><tr><td>Net worth</td><td>6403.08</td></tr></table>	Particulars	FY 2024-25 (₹ in Crores)	Turnover	6721.40	Profit After Tax	1450.95	Net worth	6403.08	<table><tr><th>Particulars</th><th>FY 2024-25 (₹ in Crores)</th></tr><tr><td>Turnover</td><td>53.44</td></tr><tr><td>Profit After Tax</td><td>1.52</td></tr><tr><td>Net worth</td><td>177.95</td></tr></table>	Particulars	FY 2024-25 (₹ in Crores)	Turnover	53.44	Profit After Tax	1.52	Net worth	177.95
Particulars	FY 2024-25 (₹ in Crores)																											
Turnover	755.78																											
Profit After Tax	99.72																											
Net worth	645.03																											
Particulars	FY 2024-25 (₹ in Crores)																											
Turnover	6721.40																											
Profit After Tax	1450.95																											
Net worth	6403.08																											
Particulars	FY 2024-25 (₹ in Crores)																											
Turnover	53.44																											
Profit After Tax	1.52																											
Net worth	177.95																											
				<table><tr><th>Particulars</th><th>FY 2024-25 (₹ in Crores)</th></tr><tr><td>Turnover</td><td>29.94</td></tr><tr><td>Profit After Tax</td><td>13.68</td></tr><tr><td>Net worth</td><td>311.44</td></tr></table>	Particulars	FY 2024-25 (₹ in Crores)	Turnover	29.94	Profit After Tax	13.68	Net worth	311.44																
Particulars	FY 2024-25 (₹ in Crores)																											
Turnover	29.94																											
Profit After Tax	13.68																											
Net worth	311.44																											

3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not exceeding one year from approval of members in General Meeting or till 41 st AGM	Not exceeding one year from approval of members in General Meeting or till 41 st AGM	Not exceeding one year from approval of members in General Meeting or till 41 st AGM
4	Whether omnibus approval is being sought?	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 200 crores	₹ 500 crores	₹ 200 crores
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT's are in the interest of the Company as they enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. The transactions are undertaken in the ordinary course of business and on an arm's length basis. The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.		
		The RPT's are in the interest of the Company as they enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. The transactions are undertaken in the ordinary course of business and on an arm's length basis. The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.		
		The RPT's are in the interest of the Company as they enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. The transactions are undertaken in the ordinary course of business and on an arm's length basis. The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.		

7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Except Mr. Rajesh Gupta and Mr. Babulal Agarwal and their relatives none of the Promoter(s)/ director(s)/ Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party.	Except Mr. Rajesh Gupta and Mr. Babulal Agarwal and their relatives none of the Promoter(s)/ director(s)/ Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party.	Except Mr. Rajesh Gupta and Mr. Babulal Agarwal and their relatives none of the Promoter(s)/ director(s)/ Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party.
	a. Name of the director / KMP	Mr. Rajesh Gupta and Mr. Babulal Agarwal	Mr. Rajesh Gupta and Mr. Babulal Agarwal	Mr. Rajesh Gupta
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Rajesh Gupta and Mr. Babulal Agarwal hold 3.13% and 2.12%, respectively, both directly and indirectly).	-	-
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable
9	Other information relevant for decision making	All relevant information forms part of this disclosure		

PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:

B(1): Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Particulars of the information		Information provided by the management		
S. No.				
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	There is no bidding process. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.	There is no bidding process. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.	Not Applicable
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.	Not Applicable
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of any trade advance will be determined by the value of the corresponding purchase order and as per mutually agreed terms.	The amount of any trade advance will be determined by the value of the corresponding purchase order and as per mutually agreed terms.	Not Applicable
	a. Amount of Trade advance			
	b. Tenure			
	c. Whether same is self-liquidating?			

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Particulars of the information		Information provided by the management			
S. No.					
1.	Source of funds in connection with the proposed transaction.	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder.	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder.	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder.	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/CD being granted by the listed entity.	Interest rate will be in line with prevailing rates.	Interest rate will be in line with prevailing rates.	Interest rate will be in line with prevailing rates.	Interest rate will be in line with prevailing rates.

S. No.	Particulars of the information	Information provided by the management			
		The proposed interest rate shall be at an arm's length basis and in line with prevailing market rates.	The proposed interest rate shall be at an arm's length basis and in line with prevailing market rates.	The proposed interest rate shall be at an arm's length basis and in line with prevailing market rates.	The proposed interest rate shall be at an arm's length basis and in line with prevailing market rates.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As may be mutually decided	As may be mutually decided	As may be mutually decided	As may be mutually decided
5.	Maturity / due date	As may be mutually decided	As may be mutually decided	As may be mutually decided	As may be mutually decided
6.	Repayment schedule & terms	As may be mutually decided	As may be mutually decided	As may be mutually decided	As may be mutually decided
7.	Whether secured or unsecured?	As may be mutually decided	As may be mutually decided	As may be mutually decided	As may be mutually decided
8.	If secured, the nature of security & security coverage ratio	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management			
		Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder
1.	Source of funds in connection with the proposed transaction.	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder

S. No.	Particulars of the information	Information provided by the management			
		No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/ housing finance companies.</i>				
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. other details				
3.	Purpose for which funds shall be utilized by the investee company.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose
4.	Material terms of the proposed transaction	As may be mutually decided	As may be mutually decided	As may be mutually decided	As may be mutually decided

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management		
		The guarantee/surety/indemnity/ comfort letter will enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements.	The guarantee/surety/indemnity/ comfort letter will enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements.	The guarantee/surety/indemnity/ comfort letter will enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements.
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both the Company and LEWL.	These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both the Company and LRDL.	These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both the Company and IPPL.

S. No.	Particulars of the information	Information provided by the management			
		Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed	Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed	Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed	Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 200 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 500 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 500 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 200 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

Particulars of the information		Information provided by the management			
S. No.		Inter-Corporate Borrowings, Loans and Advances in compliance with the applicable provisions of law.	Inter-Corporate Loans and Advances in compliance with the applicable provisions of law.	Borrowings, Loans and Advances in compliance with the applicable provisions of law.	Borrowings, Loans and Advances in compliance with the applicable provisions of law.
1	Material covenants of the proposed transaction	As per prevailing rate	As per prevailing rate	As per prevailing rate	As per prevailing rate
2	Interest rate (in terms of numerical value or base rate and applicable spread)				
3	Cost of borrowing	As per prevailing rate including other cost	As per prevailing rate including other cost	As per prevailing rate including other cost	As per prevailing rate including other cost
4	Maturity / due date	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.
5	Repayment schedule & terms	Repayable on demand, as and when called upon	Repayable on demand, as and when called upon	Repayable on demand, as and when called upon	Repayable on demand, as and when called upon
6	Whether secured or unsecured	As may be mutually agreed	As may be mutually agreed	As may be mutually agreed	As may be mutually agreed
7	If secured, the nature of security & security coverage ratio	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Particulars of the information		Information provided by the management		
S. No.		IND A/Stable/IND A1	AA/Stable, from Crisil	Not Applicable
1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>			Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i> In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	None	None	None



Corporate Overview



Statutory Reports



Financial Statements

S. No.	Particulars of the information	Information provided by the management
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	IND A/Stable/IND A1 AA/Stable, from Crisil Not Rated Not Rated
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable Not Applicable Not Applicable

C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. Particulars of the information No.		Information provided by the management		
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	IND A/Stable/IND A1	AA/Stable, from Crisil	Not Rated
2	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-2026 FY 2024-2025 FY 2023-2024	Entity continues as a going concern	Entity continues as a going concern	Entity continues as a going concern
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 200 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 500 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 200 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.

S. No.	Particulars of the information	Information provided by the management		
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.			
	In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;			
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	None	None	None
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.			
	FY 2025-2026			
	FY 2024-2025			
	FY 2023-2024			

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management			
		To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies</i>	0.05	0.05	0.05	0.05
		To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies.</i>	2.02	2.02	2.02	2.02
		To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction	To be determined after execution of the transaction

PART A

Particulars of the information		Information provided by the management								
Sr. No.										
A(1) Basic details of the related party										
1	Name of the related party	Lloyds Infrastructure & Construction Limited (LICL)	Lloyds Realty Limited (LRL)	Simon Developers & Infrastructure Private Limited (SDIPL)						
2	Country of incorporation of the related party	India	India	India						
3	Nature of business of the related party	LICL is engaged in the business of Construction and Management Services	LRL is engaged in business of Construction and Development of Properties.	SDIPL is Engaged in Construction and Development of Properties						
A(2) Relationship and ownership of the related party										
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	LEWL, a subsidiary of LEL holds 24.20% equity share capital in LICL.	LRL is a public company in which a director of LEL holds along with his relatives, more than two per cent of its paid-up share capital.	SDIPL is a Step-Down Subsidiary of Lloyds Enterprises Limited.						
	• Shareholding of the listed entity, whether direct or indirect, in the related party.	LEWL, a subsidiary of LEL holds 24.20% equity share capital in LICL.	Nil	LRDL, a subsidiary of LEL holds 100% equity share capital in SDIPL.						
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not Applicable	Not Applicable	Not Applicable						
	• Shareholding of the related party, whether direct or indirect, in the listed entity.	Nil	Nil	Nil						
A(3) Details of previous transactions with the related party										
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table><tr><th>Sr. No</th><th>Nature of Transactions</th><th>FY 2024-25 (₹ In Crores)</th></tr><tr><td>1.</td><td>Sale of goods</td><td>1.43</td></tr></table>	Sr. No	Nature of Transactions	FY 2024-25 (₹ In Crores)	1.	Sale of goods	1.43	No	No
Sr. No	Nature of Transactions	FY 2024-25 (₹ In Crores)								
1.	Sale of goods	1.43								
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	No	No	No						

Particulars of the information		Information provided by the management																			
Sr. No.		No	No	No																	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.																				
A(4) Amount of the proposed transaction(s)																					
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	₹ 200 crores	₹ 1000 crores	₹ 300 crores																	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction ("RPT") under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations").	Yes, the proposed transaction is a material Related Party Transaction ("RPT") under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations").	Yes, the proposed transaction is a material Related Party Transaction ("RPT") under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations").																	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	13.44%	67.19%	20.16%																	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable	Not Applicable																	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	18.85%	Nil	62500%																	
6	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<table><tr><th>Nature of Transactions</th><th>FY 2024-25 (₹ In Crores)</th></tr><tr><td>Turnover</td><td>1060.98</td></tr><tr><td>Profit After Tax</td><td>66.66</td></tr><tr><td>Net worth</td><td>128.98</td></tr></table>	Nature of Transactions	FY 2024-25 (₹ In Crores)	Turnover	1060.98	Profit After Tax	66.66	Net worth	128.98	<table><tr><td>Not Applicable</td></tr></table>	Not Applicable	<table><tr><th>Nature of Transactions</th><th>FY 2024-25 (₹ In Crores)</th></tr><tr><td>Turnover</td><td>0.48</td></tr><tr><td>Profit After Tax</td><td>-3.73</td></tr><tr><td>Net worth</td><td>-1.00</td></tr></table>	Nature of Transactions	FY 2024-25 (₹ In Crores)	Turnover	0.48	Profit After Tax	-3.73	Net worth	-1.00
Nature of Transactions	FY 2024-25 (₹ In Crores)																				
Turnover	1060.98																				
Profit After Tax	66.66																				
Net worth	128.98																				
Not Applicable																					
Nature of Transactions	FY 2024-25 (₹ In Crores)																				
Turnover	0.48																				
Profit After Tax	-3.73																				
Net worth	-1.00																				

Particulars of the information		Information provided by the management			
Sr. No.		Sr. No.	Nature of Transactions	₹ in Crores	
A(5) Basic details of the proposed transaction					
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1.	Sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services.	₹ in Crores	₹ in Crores
2	Details of each type of the proposed transaction	2	Subscribing to the securities of the Company.		
		3	Loans and Advances (other than trade advances) or inter corporate deposits given by the listed entity;		
		4	Investment made by the listed entity;	1000	300
		5	Borrowings by the listed entity or its subsidiary;		
		6	Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
		1.	Sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; of the Company.		
		2	selling or otherwise disposing of, or buying, property of any kind; of the Company.		
		3	leasing of property of any kind;		
		4	availing or rendering of any services;		
		5	Loans and Advances (other than trade advances) or inter corporate deposits given by the listed entity;		
		6	Investment made by the listed entity;		
		7	Borrowings by the listed entity or its subsidiary;		
		8	Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		

Sr. No.	Particulars of the information	Information provided by the management		
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not exceeding one year from approval of members in General Meeting or till 41 st AGM.	Not exceeding one year from approval of members in General Meeting or till 41 st AGM.	Not exceeding one year from approval of members in General Meeting or till 41 st AGM.
4	Whether omnibus approval is being sought?	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 200 Crores.	₹ 1,000 Crores.	₹ 300 Crores.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT's are in the interest of the Company as they enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. The transactions are undertaken in the ordinary course of business and on an arm's length basis. The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.	The RPT's are in the interest of the Company as they enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. The transactions are undertaken in the ordinary course of business and on an arm's length basis. The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.	The RPT's are in the interest of the Company as they enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. The transactions are undertaken in the ordinary course of business and on an arm's length basis. The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Except Mr. Rajesh Gupta and his relatives none of the Promoter(s)/ director(s)/ Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party. Mr. Rajesh Gupta	Except Mr. Rajesh Gupta and Mr. Babulal Agarwal and their relatives none of the Promoter(s)/ director(s)/ Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party. Mr. Babulal Agarwal and Mr. Rajesh Gupta	Except Mr. Babulal Agarwal and his relatives none of the Promoter(s)/ director(s)/ Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party. Mr. Babulal Agarwal
a.	Name of the director / KMP	Mr. Rajesh Gupta	Mr. Babulal Agarwal and Mr. Rajesh Gupta	Mr. Babulal Agarwal
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	-	Mr. Babulal Agarwal- 33.33% (Direct and Indirect) Mr. Rajesh Gupta - 33.33% (Direct and Indirect)	-

Sr. No.	Particulars of the information	Information provided by the management	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable: as arm's length price will be charged	Not Applicable: as arm's length price will be charged
9	Other information relevant for decision making	All relevant information forms part of this disclosure	

PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	There is no bidding process. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.	There is no bidding process. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost on benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.	The price / consideration for the transactions is determined based on prevailing market prices, cost on benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	The amount of any trade advance will be determined by the value of the corresponding purchase order and as per mutually agreed terms.	The amount of any trade advance will be determined by the value of the corresponding purchase order and as per mutually agreed terms.
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. Particulars of the information		Information provided by the management	
S. No.			
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/housing finance companies.</i>	Not Applicable	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.</i> a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other	Not Applicable	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> (1) <i>This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.</i> (2) <i>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	Not Applicable	Interest rate will be in line with prevailing rates. Interest rate will be in line with prevailing rates.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not Applicable	The proposed interest rate shall be at an arm's length basis and in line with prevailing market rates.

S. Particulars of the information		Information provided by the management		
5.	Maturity / due date	Not Applicable	As may be mutually decided	As may be mutually decided
6.	Repayment schedule & terms	Not Applicable	As may be mutually decided	As may be mutually decided
7.	Whether secured or unsecured?	Not Applicable	As may be mutually decided	As may be mutually decided
8.	If secured, the nature of security & security coverage ratio	Not Applicable	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guaratee provided by third party.	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Not Applicable	Funds shall be utilized towards meeting the operational cash-flows and/or the business objectives / requirements/ exigencies/ General Corporate purpose.	
B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary				
S. Particulars of the information		Information provided by the management		
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/ housing finance companies.	Not Applicable	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder	
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs / insurance companies/housing finance companies.	Not Applicable	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties.	
	a. Nature of indebtedness			
	b. Total cost of borrowing			
	c. Tenure			
	d. other details			

S. Particulars of the information		Information provided by the management	
S. No.			
3.	Purpose for which funds shall be utilized by the investee company.	Not Applicable	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose
4.	Material terms of the proposed transaction	Not Applicable	As may be mutually decided
B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.			
S. Particulars of the information		Information provided by the management	
S. No.			
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee /surety /indemnity/comfort letter will enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both the Company and LICL.	The guarantee /surety /indemnity/comfort letter will enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both the Company and SDIPL.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed.	Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed.
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not Applicable	Not Applicable

S. No.	Particulars of the information	Information provided by the management
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 200 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles. The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 1000 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles. The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 300 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter-Corporate Borrowings, Loans and Advances in compliance with the applicable provisions of law.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	As per prevailing rate
3	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	As per prevailing rate including other cost
4	Maturity / due date	As mutually decided by both the parties
5	Repayment schedule & terms	As may be mutually agreed
6	Whether secured or unsecured	As may be mutually agreed
7	If secured, the nature of security & security coverage ratio	The security in case of secured loan shall be equal to or more than the proposed loan amount or the same may be secured by guarantee provided by third party.
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S No.	Particulars of the information	Information provided by the management		
1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	Not Rated	Not Rated	Not Rated
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i> In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	None	None	None



Corporate Overview



Statutory Reports



Financial Statements

S. No.	Particulars of the information	Information provided by the management	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i> FY 2024-2025 FY 2023-2024 FY 2022-2023		
C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary			
S. No.	Particulars of the information	Information provided by the management	
1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Not Applicable	Not Rated
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable	Not Applicable

C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management		
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request</i>	Not Applicable	Not Applicable	Not Applicable
2	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-2026 FY 2024-2025 FY 2023-2024	Entity continues as a going concern	Entity continues as a going concern	Entity continues as a going concern
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 200 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 1000 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto ₹ 300 Crore. At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards.

S. No.	Particulars of the information	Information provided by the management		
		In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles	In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles	In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.			
	In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;			
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	None	None	None
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.			
	FY 2025-2026			
	FY 2024-2025			
	FY 2023-2024			

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management			
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies</i>	a. Before transaction	Not Applicable	0.05	0.05
		b. After transaction	Not Applicable	To be determined after execution of the transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies.</i>	a. Before transaction	Not Applicable	2.02	2.02
		b. After transaction	Not Applicable	To be determined after execution of the transaction	To be determined after execution of the transaction