NOTICE OF POSTAL BALLOT

[Pursuant to Sections 102, 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 13th November, 2026 AT 9:00 A.M. (IST)	**Saturday, 12th December, 2026 AT 5:00 P.M. (IST)**

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT pursuant to the provisions of Section 102, 108 & 110, of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions if any **(**"**the Act**" *including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof for the time being in force***)**, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014, read with General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024, and General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (**the** "**MCA Circulars**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**" *including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force*) and the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (*including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force*), the resolutions as set out in this Postal Ballot Notice are proposed to be passed by the members of the Company (as on the Cut-off Date) ("**Members**"), through postal ballot (**the** "**Postal Ballot**") only by way of remote e-voting ("**e-voting**") process i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s) and the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The details of the procedure to cast the vote forms part of the "**Notes**" to this Notice.

In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of **National Securities and Depository Limited** ("**NSDL**") for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by

following the procedure as stated in the Notes forming part of the Notice. The last date of e-voting, **i.e. Saturday, 12th December, 2026,** shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The Board of Directors of the Company now propose to obtain the consent of the Members by way of the Postal Ballot for the matters as considered in the resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act read with the applicable provisions of the SEBI Listing Regulations, pertaining to the said resolutions setting out material facts and the reason for the resolutions, is also annexed.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. **APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:**

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through postal ballot dated 16th May, 2026 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Meetings of Board and its Powers) 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 the Articles of Association of the Company, approval of the Members of the Company 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, unless the context otherwise required, any committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to sell, lease or dispose of in any manner including but not limited to mortgage, hypothecate, pledge, create floating charge, or in any manner create charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "**Assets**"), on such terms and conditions at such time(s) and in such form and manner, and with such ranking in terms of priority, as the Board may think fit, to or in favour of any banks, financial institutions, bodies corporate, companies, security trustees, firms or any one or more persons, whether securities holders of the Company or not, to secure the borrowing facility availed by/ obligations of the Company or any other person, together with interest, cost, charges and expenses thereon provided that the aggregate indebtedness so secured by the Assets does not at any time exceed the aggregate value of the limits approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board and any Committee of the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board and any Committee of the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority 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 do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

2. APPROVAL FOR OVERALL BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through postal ballot dated 16th May, 2026 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Meetings of Board and its Powers) 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 the Articles of Association of the Company, approval of the Members of the Company 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, unless the context otherwise required, any committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), for borrowing, from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from banks, financial institutions, bodies corporate, companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, for the purpose of

business of the Company, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), which may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Company shall not at any time exceed Rs. 10000,00,00,000 (Rupees Ten Thousand Crores only), whichever is higher.

RESOLVED FURTHER THAT the Board and any Committee of the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board and any Committee of the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority 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 do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

3. APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through postal ballot dated 09th January, 2026 and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to grant loan(s) in one or more tranches, including loans represented by way of book debts ("**Loan**"), and/or to give guarantee(s), and/or to provide security(ies) in connection with any loan(s) obtained or to be obtained by any entity or any other person in whom any Director of the Company is interested, as specified in the Explanation to sub-section (2) of Section 185 of the Act (collectively referred to as the "**Entities**"), for an aggregate amount not exceeding Rs. 5000,00,00,000 (Rupees Five Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to negotiate, finalize and agree upon the terms and conditions of the aforesaid Loan(s) / Guarantee(s) / Security(ies), and to take all necessary steps; to execute all such agreements, deeds, documents, instruments and writings; and to do all such acts, deeds, matters and things as may be necessary, incidental or expedient in this regard, including completing all legal and procedural formalities, as the Board may in its absolute discretion deem fit and appropriate."

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.**"**

4. **APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 INTERALIA TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY ANY PERSON OR BODY CORPORATE AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED*:***

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through postal ballot dated 16th May, 2026 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Meetings of Board and its Powers) 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 in terms of the provisions of the Company's Memorandum of Association and Articles of Association and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members of the Company 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, unless the context otherwise required, any committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to (i) give any loan to any person or other body corporate, (ii) give any guarantee or provide any security, including, without limitation, by way of pledge of securities or other assets of the Company, in connection with a loan or any other financial indebtedness to any other body corporate or person and/or to secure the obligations and/or liabilities of any other body corporate or person, and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as it may in its absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or security have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or security proposed to be made or given or provided by the Company, from time to time, in one or more tranches in future, shall not exceed the higher of (a) sixty percent (60%) of the paid-up share capital of the Company and its free reserves and securities premium account or one hundred percent (100%) of its free reserves and securities premium account, whichever is more, and (b) Rs. 10000,00,00,000 (Rupees Ten Thousand Crores Only).

RESOLVED FURTHER THAT the Board and any Committee of the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board and any Committee of the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority 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 do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015 WITH CROSSLINK FOOD AND FARMS PRIVATE LIMITED:

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company through postal ballot dated 09th January, 2026 and pursuant to Regulation 23 of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") as amended from time to time and the provisions of Section 188 and other applicable provisions if any, of the Companies Act, 2013 ("**the Act**") read with Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Company's Policy on Related Party Transactions, and based on the recommendations of the Audit Committee and the Board of Directors, the consent of members be and is hereby accorded to Lloyds Enterprises Limited ("**the Company**") to enter into and / or continue with the material related party transactions with Crosslink Food and Farms Private Limited ("**Related Party**") involving funding the Related Party by way of inter corporate loans, borrowings, advances, any other fund infusion or debt in any manner, availing by the Company of inter corporate loans, borrowings, advances, any other fund infusion or debt in any manner from the Related Party, giving or receiving guarantees and/ or providing security including, without limitation, by way of pledge of securities or other assets of the Company, in connection with any obligation(s) or liability(ies) of the Related Party under any agreement(s) towards any other person, company or entity, or in any other permissible manner, including earning interest or other revenue thereon, for an aggregate amount not exceeding Rs. 3000,00,00,000 (Rupees Three Thousand Crores only) on such terms and conditions as may be agreed upon between the Related Party and the Company as set out more specifically in "**Annexure A**" to the explanatory statements.

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(s).

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

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, 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 and on behalf of
Lloyds Enterprises Limited

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

Place: Mumbai
Date: 05th November, 2026

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI Listing Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the proposed resolutions set out in Item Nos. 1, 2, 3, 4 and 5 of this Postal Ballot Notice, is annexed herewith.

2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (**the "Rules**") and General Circular No. 14/2020 dated 08th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024, General Circular No. 03/2025 dated 22nd September, 2025 and other relevant circulars (collectively referred to as "**MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India, the Company is permitted to conduct the postal ballot process through electronic form.

3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email addresses are registered with the Company / Depository Participant(s), as on **Friday, 06th November, 2026** ("**Cut-off Date**"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their Email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the SEBI Listing Regulations, 2015 read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 as amended (**"SEBI Master Circular"**) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, 06th November, 2026** ("**Cut-off date**").

5. The remote e-voting period commences at **09:00 A.M. (IST) on Friday, 13th November, 2026** and will end at **05:00 P.M. (IST) on Saturday, 12th December, 2026** and the remote e-voting will be blocked and voting shall not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, 06th**

November, 2026, may cast their vote electronically. Once the member casts their vote on the Resolution, he or she will not be allowed to change it subsequently.

6. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name(s) of the shareholder(s) as on **Friday, 06th November, 2026.**

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

8. Mr. Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary (FCS No. 10070 and CP No. 12891) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.

9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced within 2 (two) working days from the conclusion of e-voting and will also be displayed on the Company website *www.lloydsenterprises.in* and on the website of NSDL *www.evoting.nsdl.com* and communicated to the stock exchanges and RTA on the said date.

10. Those Members whose Email IDs are not registered can get it registered as follows:

- Members holding shares in de-mat form can get their Email ID registered by contacting their respective Depository Participant.

- Members holding shares in the physical form can get their Email ID registered by contacting our Registrar and Share Transfer Agent **"Bigshare Services Private Limited"** on their Email ID *investor@bigshareonline.com* and submit the relevant documents at their registered office at - Office No S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093.

11. Members may note that this Postal Ballot Notice will also be available on the Company's website at *www.lloydsenterprises.in*, and on the websites of BSE Limited at *www.bseindia.com* and National Stock Exchange of India Limited at *www.nseindia.com* and NSDL at *www.evoting.nsdl.com*.

12. Electronic copies of all the documents referred to in the accompanying Notice of the Postal Ballot and the Explanatory Statement shall be made available for inspection. Members desiring inspection may send their request in writing to the Company at *lloydsenterprises@lloyds.in*.

13. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Saturday, 12th December, 2026.**

14. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.

15. The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolutions mentioned at Item No. 3 & 5.

16. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on *https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp*. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. *https://eservices.nsdl.com* either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will

	be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at *https://eservices.nsdl.com*. Select **"Register Online for IDeAS Portal"** or click at *https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp* 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: *https://www.evoting.nsdl.com* either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website *www.cdslindia.com* and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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. Additionally, there is also links

	provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website *www.cdslindia.com* and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on *www.cdslindia.com* home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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.

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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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***

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

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

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

c) How to retrieve your 'initial password'?

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

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

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

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

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

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

d) 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "Confirm" when prompted.
5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to *mitesh@mjshah.com* with a copy marked to *evoting@nsdl.com*. 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 or send a request to (Name of NSDL Official) at *evoting@nsdl.com*.

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

1. 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*.

2. 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 shareholders 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**.

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

4. In terms of SEBI circular dated December 9, 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.

INFORMATION AT A GLANCE:

Particulars	Notes
EVEN (E-Voting Event Number)	143505
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, 06th November, 2026
Voting start date and time	Friday, 13th November, 2026 09:00 AM (IST)
Voting end date and time	Saturday, 12th December, 2026 05:00 PM (IST)
Date on which the resolution is deemed to be passed	Saturday, 12th December, 2026
Name, address and contact details of Registrar and Share Transfer Agent	**Bigshare Services Private Limited** Office No. S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093. Email ID: *investor@bigshareonline.com*
Name, address and contact details of e-voting service provider	**National Securities Depository Limited** 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra 400013 Email ID: *evoting@nsdl.com*
NSDL e-voting website address	*www.evoting.nsdl.com*
Name of the scrutinizer	Mr. Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary

EXPLANATORY STATEMENT

AS REQUIRED BY SECTION 102 OF THE ACT, THE FOLLOWING EXPLANATORY STATEMENT SETS OUT MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER RESOLUTION OF THE ACCOMPANYING NOTICE:

ITEM NO. 1 & 2:

Pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013 ("**the Act**") and read with the Companies (Meeting of Board and its Powers) Rules, 2014 (as amended from time to time) ("**the Rules**"), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, provided a consent by way of Special Resolution by the Members of the Company has been obtained.

Further, pursuant to the provisions of Section 180(1)(c) of the Act and the Rules, the Board of Directors of the Company have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Members of the Company has been obtained.

The Members of the Company through Postal Ballot dated 16th May, 2026, approved borrowing limits of up to an aggregate amount not exceeding Rs. 3000,00,00,000 (Rupees Three Thousand Crores only), in excess of the aggregate of the Company's paid-up share capital and free reserves, and authorized the creation of corresponding security in respect thereof.

In line with the expanding business activities, its future plans, and to support its long-term strategic and operational objectives, the Company may require to borrow additional funds together with the monies already borrowed by the Company within the meaning of Section 180(1)(c) and in order to secure such borrowings, and to secure obligations of the Company or any other person, the Company may be required to create security by way of mortgage/ charge/ hypothecation/ pledge on its assets and properties both present and future. Further, the terms of such security may include a right to take over control of the said assets and properties of the Company, in case of occurrence of certain events or defaults and such transaction may be considered as sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Act.

Therefore, the Board at their meeting held on 05th November, 2026 recommended a proposal for approval of the Members of the Company for revision in limits under Section 180(1)(c) & 180(1)(a) upto the aggregate of the paid-up capital, free reserves and securities premium of the Company or Rs.

10000,00,00,000 (Rupees Ten Thousand Crores only), whichever is higher.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 1 & 2 of the Notice.

The Board, recommends passing of this Special Resolution as set out at Item No. 1 & 2 of this Notice, for your approval.

ITEM NO: 3

Pursuant to Section 185 of the Companies Act, 2013 ("**the Act**"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

The Members of the Company, through a Special Resolution passed by way of Postal Ballot dated 09th January, 2026, had approved an overall limit of Rs. 1000,00,00,000 (Rupees One Thousand Crore only) under Section 185 of the Act. Considering the present and future business requirements of the Company, it is now proposed to enhance the existing approved limit from Rs. 1000,00,00,000 (Rupees One Thousand Crore only) to Rs. 5000,00,00,000 (Rupees Five Thousand Crores only), subject to the approval of the Members of the Company.

Accordingly, it is proposed to make loan(s), including loans represented by way of book debt, and/or give guarantee(s) and/or provide security in connection with any loan taken/to be taken by any entity or any other person in whom any of the Directors of the Company is or is deemed to be interested, as specified in the Explanation to Section 185(2)(b) of the Act (collectively referred to as the "**Entities**"), from time to time, for their principal business activities and other matters connected therewith or incidental thereto, within the enhanced limits proposed herein.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company.

Mr. Babulal Agarwal and Mr. Rajesh Gupta and their relatives are deemed to be concerned or interested in the proposed Resolution set out in Item No. 3.

Except as stated above none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of this Notice for approval of the Members.

ITEM NO: 4

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 (hereinafter referred to as "**the Act**") every company needs to obtain prior approval of its Members' through special resolution if it is proposing to:

a) give any loan to any person or other body corporate;
b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

In light of the Company's expanding business activities, its future plans, and to support its long-term strategic and operational objectives, there is a need to enhance financial flexibility and optimize the financing structure. To achieve this, the Company may pursue investments in other corporate entities, grant loans, provide guarantees, or offer securities to other persons or bodies corporate, including its subsidiary and group companies (collectively referred to as the "**Entities**"). This support will address the short-term funding requirements of these Entities, including episodic needs that may arise over time. Such measures are essential for fostering growth and ensuring the financial stability of the Company and its affiliates.

The Members of the Company, through a Special Resolution passed by way of Postal Ballot dated 16th May, 2026, had approved an overall limit of Rs. 5000,00,00,000 (Rupees Five Thousand Crores only) under Section 186 of the Act. Considering the present and future business requirements of the Company, the Board of Directors of the Company at their meeting held on 05th November, 2026 recommended a proposal for approval of the Members of the Company for revision in limits under Section 186 upto the higher of (a) aggregate of the sixty percent (60%) of the paid-up capital of the Company and its free reserves and securities premium account or one hundred percent (100%) of its free reserves and securities premium account, whichever is more, or (b) Rs. 10000,00,00,000 (Rupees Ten Thousand Crores Only).

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 4 of the Notice.

The Board, recommends passing of this Special Resolution as set out at Item No. 4 of this Notice, for your approval.

ITEM NO: 5

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 transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceeds the thresholds specified in Schedule XII of the SEBI Listing Regulations.

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 Crosslink Food and Farms Private Limited (the "**Related Party**") for an aggregate amount not exceeding Rs. 3000,00,00,000 (Rupees Three Thousand Crores only). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, and may include funding by way of/ availing of Inter Corporate loans, Borrowings, Advances, any other fund infusion or debt in any manner, giving or receiving guarantees, providing security, including by way of pledge of securities or other assets of the Company, in connection with any obligation(s) or liability(ies) of the Related Party as undertaken by the Related Party under any agreement(s) towards any other person, company or entity, or in any other permissible manner, including earning interest or other revenue thereon. 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 05th November, 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. Based on the Committee's recommendations, the Board of Directors recommends the resolution set out in **Item No. 5** for approval by the shareholders by way of an **Ordinary Resolution**.

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 June 26, 2025, considered the proposed transaction at its meeting held on 05th November, 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, 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.

Mr. Babulal Agarwal and Mr. Rajesh Gupta and their relatives are deemed to be concerned or interested in the proposed Resolution set out in **Item No. 5**.

Except as stated above none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, except those specifically mentioned above, are in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 5, except to the extent of their respective shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval of the Members.

By Order of the Board of Directors
For and on behalf of
Lloyds Enterprises Limited

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

Place: Mumbai
Date: 05th November 2026

ANNEXURE A

Disclosure of Lloyds Enterprises Limited
("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)" dated 13th October, 2025
("RPT Industry Standards")

MINIMUM INFORMATION OF THE PROPOSED RELATED PARTY TRANSACTIONS

Sr. No.	Particulars of the information	Information provided by the management
A(1) Basic details of the related party		
1	Name of the related party	Crosslink Food and Farms Private Limited ("**CFFPL**")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Hospitality services; sustainable and integrated agriculture, horticulture, floriculture, etc.
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	The CFFPL is a promoter of Lloyds Enterprises Limited ("**LEL/Company**") and therefore, a related party of the Company.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Directors of the Company with their relatives hold 3,77,31,182 shares (100% of shareholding) of related party i.e. CFFPL.
	Shareholding of the related party, whether direct or indirect, in the listed entity	62.71% (Direct+ Indirect)
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.	The Company has availed financial assistance aggregating to Rs. 361 crores, comprising Rs. 211 crores from Tata Capital Limited, Rs. 75 crores from Bajaj Finance Limited and Rs. 75 crores from Jio Credit Limited and to secure the repayment of the aforesaid financial assistance and the fulfilment of the Company's obligations

		thereunder, Crosslink Food and Farms Private Limited (CFFPL) has pledged its investments in favour of the respective lenders as collateral security.
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.	The Company has not undertaken any transaction with CFFPL in the current financial year up to the Q2.
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.	None
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being place	Rs. 3000,00,00,000 (Rupees Three Thousand Crores only)
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
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	170.81%
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
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available,	Not Applicable

<table>
<tr><td></td><td>calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td></td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>FY 2025-26 (Rs. in Crores)</th></tr>
<tr><td>Turnover</td><td>-</td></tr>
<tr><td>Profit After Tax</td><td>-1.23</td></tr>
<tr><td>Net worth</td><td>-49.62</td></tr>
</table>
</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).</td><td rowspan="2">
<table>
<tr><th>Sr. No</th><th>Nature of Transactions</th><th>Amount (Rs in Crores)</th></tr>
<tr><td>1.</td><td>Inter Corporate Borrowings (including Interest expense), Advances or;</td><td rowspan="3">Rs. 3000</td></tr>
<tr><td>2</td><td>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</td></tr>
<tr><td>3</td><td>Providing security, including by way of pledge of securities or other assets of the Company, in connection with any obligation(s) or liability(ies) of the Related Party as undertaken by the Related Party under</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction.</td></tr>
</table>

			any agreement(s) towards any other person, company or entity	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 years		
4	Whether omnibus approval is being sought?	No		
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.	Rs. 3000,00,00,000 (Rupees Three Thousand Crores only).		
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions are essential for meeting the Company's ongoing operational and investment requirements. As the Company is engaged in its core business as well as investment activities, these transactions are necessary to ensure operational continuity, efficient deployment of funds, cost optimisation, access to specialised services, and overall business synergy. The proposed Related Party Transactions are also intended to provide support to the Related Party, a promoter of the Company, including by making an appropriate contribution towards its requirements and securing its obligations, as applicable. The proposed transaction is being undertaken in the ordinary course of business and on an arm's length basis. This transaction is considered commercially prudent and in the best interests of the company and 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.
	a. Name of the director / KMP	Mr. Rajesh Gupta and Mr. Babulal Agarwal
	b. Shareholding of the Director / KMP, whether direct or indirect, in the related party	Mr. Rajesh Gupta (Director of the Company): *Shareholding in the CFFPL: 1.90% (Directly) 60.51% (Indirectly)* Mr. Babulal Agarwal (Chairman and Managing Director): *Shareholding in the CFFPL: 31.21% (Indirectly)*
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
9	Other information relevant for decision making	The proposed material RPTs will be envisaged as an enabling approval from the shareholders of the Company, whenever required.

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(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
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.
	(b) Whether it will create a legally	Yes

	binding obligation on listed entity?	
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
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.	Not Applicable

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 *Note: This shall include all costs associated with the borrowing*	As per prevailing rate including other cost
4	Maturity / due date	3 years
5	Repayment schedule & terms	As may be mutually agreed
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA

8	The purpose for which the funds will be utilized by the listed entity / subsidiary	The proposed Related Party Transactions are essential for meeting the Company's ongoing operational and investment requirements. As the Company is engaged in its core business as well as investment activities, these transactions are necessary to ensure operational continuity, efficient deployment of funds, cost optimisation, access to specialised services, and overall business synergy. The proposed transaction is being undertaken in the ordinary course of business and on an arm's length basis. This transaction is considered commercially prudent and in the best interests of the company and its shareholders.

B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or other process has been applied for choosing any person as the counterparty for the proposed transaction.
2	Basis of determination of price.	The transaction would be executed on an arm's length basis.
3	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	To secure the obligations and liabilities of the Related Party.
4	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years.	Not applicable, as the transaction(s) does not involve the sale of a subsidiary or undertaking of the Company.

S. No.	Particulars of the information	Information provided by the management
5	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	Not Applicable. There is no transaction(s) proposed which involves the sale of a subsidiary or undertaking of the Company.
	a. Expected impact on turnover	
	b. Expected impact on net worth	
	c. Expected impact on net profits	

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(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. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. 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*	The related party is in the process of obtaining a credit rating.

2	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2025-2026	Entity continues as a going concern
	FY 2024-2025	Entity continues as a going concern
	FY 2023-2024	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.	Not Applicable
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not Applicable
	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; 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. *Note: Past defaults that are no longer subsisting and have been cured or regularized*	Not Applicable

	need not be disclosed.	
	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 *Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies*	
	a. Before transaction (Total Debt/Shareholders Equity)	0.09
	b. After 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 *Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies.*	
	a. Before transaction (Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets/Investment etc.) / (Interest & Lease Payments + Principal Repayments)	9.09
	b. After transaction	To be determined after execution of the transaction

C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management
1	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not Applicable
2	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No, the proposed transaction does not involve any issue of securities by the Company or the provision of any consideration in kind to a related party.
3	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No, the transaction(s) will not result in eliminating segment reporting by the Company.
4	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No. The proposed transaction(s) do not involve transfer of any key intangible assets or key customers which are critical for continued business of the Company or any of its subsidiary.
5	Are there any other major non-financial reasons for going ahead with the proposed transaction?	The proposed transaction is intended to provide support in securing the obligations of the Related Party, a promoter of the Company and thereby facilitate the Related Party's ability to duly perform and discharge such obligations.
