



LLOYDS METALS AND ENERGY LIMITED

Regd. Office and Works : Plot No. A1 & A2, MIDC Industrial Area, Ghugus 442 505, District Chandrapur (MS), **Tel.:** 07172-285398, 07172-285103
Corporate Office : A2, 2nd Floor, Madhu Estate, Pandurang Bhudhkar Marg, Lower Parel, Mumbai-400 013, **Tel.:** +91-22-62918111
www.lloyds.in | **CIN:** L40300MH1977PLC019594 | investor@lloyds.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 Rules 20 & 22 of Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

To
The Members,
Lloyds Metals and Energy Limited

Notice is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Act and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”) as amended from time to time read with the General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, the General Circular No. 22/2020 dated 15th June, 2020, the General Circular No. 33/2020 dated 28th September, 2020, the General Circular No. 39/2020 dated 31st December, 2020 and the General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs (herein after referred to as “**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), ordinary resolution as set out in this Notice for approval of material related party transactions, on the terms which are set out in the Explanatory Statement attached to this Notice, is proposed for consideration by members of Lloyds Metals and Energy Limited (“**the Company**”) for passing by means of Postal Ballot through voting by electronic means only (“**remote e-voting**”). Members are requested to read the instruction in the Notes under the section “**Instruction for Voting through Electronic Means**”. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant. If Member’s e-mail address is not registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant., then please follow the process provided in the Notes to register the email addresses.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide Resolution dated 13th August, 2021 has appointed Ms. Rupal D Jhaveri, Company Secretary (Membership No. 5441), Proprietor of M/s Rupal D Jhaveri, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has availed electronic voting platform of Central Depository Services (India) Limited (“**CDSL**”), for facilitating remote e-voting.

The remote e-voting period commences at 9:00 a.m. (IST) on Thursday, 19th August, 2021 and will end at 5:00 p.m. (IST) on Friday, 17th September, 2021, when the remote e-voting will be blocked and voting shall not be allowed beyond the said time. Upon completion of the process, the Scrutinizer will submit her report to the Chairman or any other person authorised by the Chairman. The results of the Postal Ballot would be announced on or before 5:00 p.m. (IST), Saturday, 18th September, 2021.

The declared result, along with the Scrutinizer’s Report, will be available forthwith on the Company’s website www.lloyds.in and will also be forwarded to BSE Limited and Metropolitan Stock Exchange of India Limited where the Company’s shares are listed. Central Depository Services (India) Limited, engaged by the Company for facilitating e-voting, will also display the result on its website www.evotingindia.com.

ORDINARY RESOLUTIONS

ITEM NO.1: TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH LLOYDS STEELS INDUSTRIES LIMITED:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Company’s policy on Related Party Transactions, approval of members be and is hereby accorded to enter into transactions relating to sale, purchase, supply and service transactions (as may be amended from time to time) with Lloyds Steels Industries Limited (“**LSIL**”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, subject to the condition that the total value of all transactions with LSIL shall not exceed Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty crores only) and such transactions shall be at arms’ length basis and in ordinary course of business.

RESOLVED FURTHER THAT the members of the Company hereby ratifies the contract(s)/arrangement(s)/transaction(s) entered between the Company and LSIL, during the Financial Year 2019-2020 and 2020-2021 at arms’ length basis and in the ordinary course of business.

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall include any Committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) be and is hereby authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit”.

ITEM NO.2: TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH THRIVENI LLOYDS MINING PRIVATE LIMITED, JOINT VENTURE OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and the Company’s policy on Related Party Transactions, approval of the members be and is hereby accorded to enter into contracts/arrangements/transactions relating to mining and transportation of iron ore, with Thriveni Lloyds Mining Private Limited (**“TLMPL”**), a related party being a Joint Venture, subject to the condition that the total value of all contracts/arrangements/transactions with TLMPL shall not exceed Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty crores only) and such contracts/arrangements/transactions shall be at arms’ length basis and in ordinary course of business.

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby authorised to do the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as **“Board”**), which term shall include any Committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) be and is hereby authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit”.

By order of the Board
For Lloyds Metals and Energy Limited

Sd/-
Sneha Yezarkar
Company Secretary

Place: Mumbai
Date: 13th August, 2021

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**“Act”**) setting out material facts concerning the Resolutions in the accompanying Notice, is annexed hereto.
2. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by CDSL. The instructions for Voting through electronic means are annexed to this Notice.
3. 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, 13th August, 2021 (**“Cut-off date”**). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.

4. The remote e-voting period commences at 9:00 a.m. (IST) on Thursday, 19th August, 2021 and will end at 5:00 p.m. (IST) on Friday, 17th September, 2021, when 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 dematerialised form, as on the cut-off date i.e. 13th August, 2021, may cast their vote electronically. Once the member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
5. Ms. Rupal D Jhaveri, Company Secretary (Membership Number: 5441), proprietor of M/s Rupal D Jhaveri, Practicing Company Secretary, 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.
6. In conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 13th August, 2021 and who have registered their e-mail addresses with the Company or with the Depositories.
7. Those Members whose email IDs are not registered can get their Email ID registered as follows:
 - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent **“Bigshare Services Private Limited”** 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.
8. Members may note that this Postal Ballot Notice will also be available on the Company’s website at www.lloyds.in, website of BSE Limited at www.bseindia.com and website of Metropolitan Stock Exchange of India Limited at www.msei.in. Also the notice shall be displayed on website of CDSL at www.evotingindia.com.
9. All material documents referred to in the accompanying Notice and the explanatory statement are open for inspection without any fee by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to closure of remote e-voting on 17th September, 2021.
10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Friday, 17th September, 2021.
11. 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.

Instructions for voting through electronic means:

1. The voting period begins on Thursday, 19th August, 2021 at 9:00 a.m. (IST) and ends on Friday, 17th September, 2021 at 5.00 p.m. (IST). During this period, shareholders of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. 13th August, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (the **“Rules”**) as amended from time to time and read with the General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, the General Circular No. 22/2020 dated 15th June, 2020, the General Circular No. 33/2020 dated 28th September, 2020, the General Circular No. 39/2020 dated 31st December, 2020 and the General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs

(herein after referred to as “MCA Circulars”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), resolutions are proposed for consideration by members of Lloyds Metals and Energy Limited (“the Company”) to be passed by means of Postal Ballot through voting by electronic means only (“remote e-voting”).

2. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
3. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL’s 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/ her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ site directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider’s website 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 above mentioned website.

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

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

4. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participants are requested to use the sequence number in the PAN field. The sequence number is mentioned in the email of "Postal Ballot Notice" sent to the shareholders on their registered e-mail IDs. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4).

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting

for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - Click on the EVSN for the relevant <Lloyds Metals and Energy Limited> on which you choose to vote.
 - On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - If a demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.
5. Note for Non – Individual Shareholders and Custodians-Remote Voting:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz: investor@lloyds.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg,

Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

6. Process for those shareholders whose email addresses/ Mobile Number are not registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant/Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- For Physical shareholders- Please provide necessary details like 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 our RTA Bigshare Services Private Limited on their email ID investor@bigshareonline.com. The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
 - For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

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

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

Item No.1:

The members are hereby informed that Mr. Mukesh Gupta and Mr. Rajesh Gupta, Directors of the Company along with other persons acting in concert has acquired the control of Lloyds Steels Industries Limited (“LSIL”) and has been classified as the Promoters of LSIL w.e.f. 18th May, 2021. Further, the Board of Directors of LSIL in their meeting held on 31st May, 2021 has appointed Mr. Mukesh Gupta as the Chairman and Whole time Director of LSIL w.e.f. 31st May, 2021.

Consequent to the aforesaid events, LSIL had become the related party of Company, pursuant to Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Prior to the said events, LSIL was neither a related party under the Accounting Standards nor under the Companies Act, 2013/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company intends to continue with the sale, purchase, supply and service transactions with LSIL, as per already existing various sale, purchase, supply and service orders amounting to Rs. 1,86,75,00,000/- (Rupees One Hundred and Eighty Six crores and Seventy Five lakhs only) on arms’ length basis and in ordinary course of business, contracted prior to the creation of the related party relationship. Out of the said amount, the balance orders to be executed, amounts to Rs.153,50,00,000/- (Rupees One Hundred and Fifty Three crores and Fifty lakhs only), as on 18th May, 2021 i.e. the date on which Lloyds Steels Industries Limited became the related party of the Company.

Further, the Board on recommendation of the Audit Committee at their meeting held on 13th August, 2021, has ratified the contract(s)/ arrangement(s)/transaction(s) entered between the Company and LSIL during the Financial Year 2019-2020 and 2020-2021, which were at arms’ length basis and in the ordinary course of business of the company.

Moreover, the Company is expecting additional Rs.350,00,00,000/- (Rupees Three Hundred and Fifty crores only) worth of Contract(s)/ Arrangement(s)/Transaction(s) with LSIL.

The Board on recommendation of the Audit Committee in their meeting held on 13th August, 2021, has approved entering into transactions relating to sale, purchase, supply and service transactions (as may be amended from time to time) with LSIL, subject to the condition that the total value of all transactions with LSIL shall not exceed Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty crores only) and such transactions shall be at arms’ length basis and in ordinary course of business.

The board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through ordinary resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

Accordingly, consent of the member is sought for passing the Ordinary Resolution as set out at Item No.1 of the Notice for approval of material Related Party Transaction to be entered into with Lloyds Steel Industries Limited along with ratification of prior contract(s)/arrangement(s)/ transaction(s) entered with LSIL.

Except Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta and their relatives, none of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Pursuant to Rule 15(3) of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the prior transaction and proposed transactions are as follows:

Sr. No.	Particulars	Ratification of Prior Contracts / Arrangements /Transactions of the value of Rs. 1,86,75,00,000/-
1.	Name of the Related Party	Lloyds Steels Industries Limited (“LSIL”)
2.	Name of Director or Key Managerial Personnel who is related, if any.	Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta.
3.	nature of relationship	Section 2(76)(vi): any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager. Mr. Mukesh Gupta, Director & Promoter of Lloyds Metals and Energy Limited is a Whole time Director and Promoter of Lloyds Steels Industries Limited. Mr. Rajesh Gupta, Director & Promoter of Lloyds Metals and Energy Limited is a Promoter of Lloyds Steels Industries Limited. Mr. Madhur Gupta, being the Director of the Company is the relative of Mr. Rajesh Gupta.
4.	nature, material terms, monetary value and particulars of the contract or arrangements	Nature of contract or arrangement: Purchase/sale/supply of goods/ materials and availing/rendering of various services. Particulars of contract or arrangement: As per the terms of the respective contracts or arrangements entered into with Lloyds Steels Industries Limited Material terms and Monetary value: The Company has entered into the various contracts and arrangements of monetary value of Rs. 1,86,75,00,000/- for purchase/ sale/supply of goods/materials and availing/rendering of various services.

5.	Any other information relevant or important for the Board to take a decision on the proposed transaction	The Contracts and arrangements for the value of Rs. 1,86,75,00,000/- for purchase/sale/supply of goods/materials and availing/rendering of various services was entered into between Lloyds Metals and Energy Limited and Lloyds Steels Industries Limited prior to Lloyds Steels Industries Limited becoming the related party of Lloyds Metals and Energy Limited. Out of these existing contracts and arrangements of the value of Rs. 1,86,75,00,000/-, the balance orders to be executed amounts to Rs.153,50,00,000/- as on 18 th May, 2021 i.e. the date on which Lloyds Steels Industries Limited became the related party of the Company. The said contracts and arrangements are in ordinary course of business and are at arm's length basis.
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		The proposed contracts/ arrangements/ transactions relate to purchase/sale/ supply of goods/ materials and availing/ rendering of various services which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee, Board of Directors and Members of the Company.
5.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

The Board recommends the ordinary resolutions set out at item no.1 of the Notice for approval of member's of the Company.

Item No.2:

The members are hereby informed that the Company intends to enter into contract(s)/ arrangements(s)/ transaction(s) with **Thriveni Lloyds Mining Private Limited ("TLMPL")**, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), relating to mining and transportation of iron ore.

The members are further informed that the total value of the proposed transaction(s) may reach up to Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty crores only).

The Board on recommendation of the Audit Committee in their meeting held on 13th August, 2021, has approved entering into transactions relating to mining and transportation of iron ore (as may be amended from time to time) with LSIL, subject to the condition that the total value of all transactions with TLMPL shall not exceed Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty crores only) and such transactions shall be at arms' length basis and in ordinary course of business.

The board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through ordinary resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

Accordingly, consent of the member is sought for passing the Ordinary Resolution as set out at Item No.2 of the Notice for approval of material Related Party Transaction with Thriveni Lloyds Mining Private Limited.

Except Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta and their relatives, none of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Pursuant to Rule 15(3) of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the proposed transactions are as follows:

Sr. No.	Particulars	Approval of Future Contracts & Arrangements upto a maximum aggregate value of Rs.350,00,00,000/-
1.	Name of the Related Party	Lloyds Steels Industries Limited ("LSIL")
2.	Name of Director or Key Managerial Personnel who is related, if any.	Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta.
3.	nature of relationship	Section 2(76)(vi) of the Companies Act, 2013: any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager. Mr. Mukesh Gupta, Director & Promoter of Lloyds Metals and Energy Limited is a Whole time Director and Promoter of Lloyds Steels Industries Limited. Mr. Rajesh Gupta, Director & Promoter of Lloyds Metals and Energy Limited is a Promoter of Lloyds Steels Industries Limited. Mr. Madhur Gupta, being the Director of the Company is the relative of Mr. Rajesh Gupta.
4.	nature, material terms, monetary value and particulars of the contract or arrangements	Nature of contract or arrangement: Purchase/sale/supply of goods/ materials and availing/rendering of various services. Particulars of contract or arrangement: As per the terms of the respective contracts or arrangements to be entered into with Lloyds Steels Industries Limited Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business. Material terms and Monetary value: The monetary value of the proposed contracts and arrangements during any financial year is expected to be Rs.350,00,00,000/-

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Thriveni Lloyds Mining Private Limited ("TLMPL")
2.	Name of Director or Key Managerial Personnel who is related, if any.	Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta.
3.	Nature of relationship	Section 2(76)(iv) of the Companies Act, 2013: a private company in which a director or manager or his relative is a member or director; Section 2(76)(viii) of the Companies Act, 2013: Any body corporate which is a holding, subsidiary or an associate company of such company; Mr. Mukesh Gupta, Director of the Company is a Director in Thriveni Lloyds Mining Private Limited. Mr. Madhur Gupta and Mr. Rajesh Gupta, being the Directors of the Company are relatives of Mr. Mukesh Gupta.
4.	nature, material terms, monetary value and particulars of the contract or arrangements	Nature of Contract or Arrangement: Order for Mining and Transportation of iron ore Particulars of contract or arrangement: The proposed transactions shall relate to Mining and Transportation of iron ore through Orders, which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee, Board of Directors and Members of the Company

4.		Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business. Material terms and Monetary value: The transactions will be based on orders to be issued from time to time for mining and transportation of iron ore. The estimated Monetary Value of the aggregate transaction(s) shall not exceed Rs. 750,00,00,000/-
5.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

The Board recommends the ordinary resolutions set out at item no.2 of the Notice for approval of members of the Company.

For and on the behalf of
Lloyds Metals and Energy Limited

Sd/-
Sneha Yezarkar
Company Secretary

Place: Mumbai
Date: 13th August, 2021

E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)

Date:

To,

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East,

Mumbai 400059.

UNIT – LLOYDS METALS AND ENERGY LIMITED

Dear Sir,

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

We hereby register our E-mail 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.:
E-mail 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 e-mail address.