



## 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](http://www.lloyds.in) | **CIN:** L40300MH1977PLC019594 | [investor@lloyds.in](mailto: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 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and other applicable laws and regulations, seeking approval of the Members of **Lloyds Metals and Energy Limited (“the Company”)** by way of a Special Resolutions for the businesses appended below through postal ballot by way of voting through electronic means i.e., through remote e-voting system (“Postal Ballot / E-voting”).

An Explanatory Statements under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolutions, is also appended herewith.

In terms of the MCA Circulars viz. General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020 and General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, the General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, the General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, the General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, the General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, the General Circular No. 20/2021 dated 08<sup>th</sup> December, 2021, the General Circular No. 3/2022 dated 05<sup>th</sup> May, 2022, the General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 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”)

The Company will send the Postal Ballot Notice via e-mail to all its Shareholders who have registered their e-mail addresses with the Company or depository participants and the communication of assent / dissent of the Members will take place through the remote e-voting system only. In compliance with the above requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the Shareholders for this Postal Ballot and the Shareholders are required to communicate their assent or dissent through the remote e-voting system only.

You are requested to peruse the proposed resolutions by means of the Postal Ballot through voting by electronic means only (“remote e-voting”). The Members are requested to read the instruction in the notes under the section “**Instruction for Voting through Electronic Means**”.

#### SPECIAL RESOLUTIONS:

**1. Appointment of Mr. Mahendra Singh Mehta (DIN: 00019566) as an Independent Director of the Company:**

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

“**RESOLVED THAT**, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mahendra Singh Mehta (DIN: 00019566), who was appointed as an Additional Independent Director of the Company with effect from 23<sup>rd</sup> October, 2023, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 23<sup>rd</sup> October, 2023 to 22<sup>nd</sup> October, 2028, whose term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company (including its committee thereof) and /or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

**2. Approval for Material Related Party Transactions with Lloyds Infrastructure and Construction Limited (“LICL”):**

**To consider and, if thought fit, to pass the following resolution as a Special 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 of the Company be and is hereby accorded to enter into contracts / arrangements / transactions relating to trading of machinery, construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work,

complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material and such other services as may be required from time-to-time and such other allied activities in relation and connection thereto and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with Lloyds Infrastructure & Construction Limited ("LICL"), 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"), subject to the condition that the total value of all contracts / arrangements / transactions with LICL shall not exceed Rs. 2,000 crores (Rupees Two Thousand Crores only) for any given financial year on an annual basis and such contracts / arrangements / transactions shall be at arms' length basis and in an 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 and or Chief Financial Officer of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

**RESOLVED FURTHER THAT**, any Director and / or Key Managerial Personnel of the Company be and are hereby severally 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 is also hereby severally 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."

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act ("**Explanatory Statements**"), pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company vide resolution dated 23<sup>rd</sup> October, 2023 has appointed Mr. K.C. Nevatia of M/s. K. C. Nevatia & Associates, Practising Company Secretary (Membership No.: F3963) as the scrutinizer ("**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 National Securities Depository Limited ("**NSDL**"), for facilitating of remote e-voting. The remote e-voting period commences at 09:00 a.m. (IST) on Saturday, 16<sup>th</sup> December, 2023 and will end at 5:00 p.m. (IST) on Sunday, 14<sup>th</sup> January, 2024, 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 his report to the Chairman or any other person authorised by the Chairman / Board. The results of the Postal Ballot would be announced in pursuant of timelines within the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The declared results, along with the Scrutinizer's report, will be available forthwith on the Company's website [www.lloyds.in](http://www.lloyds.in) and will also be forwarded to Stock Exchanges where the Company's shares are listed. NSDL which has been engaged by the Company for facilitating e-voting will also display the results on its website [www.evoting.nsd.com](http://www.evoting.nsd.com)

**By the order of the Board  
For Lloyds Metals and Energy Limited**

**Sd/-  
Trushali Shah  
Company Secretary**

**Date: 23<sup>th</sup> October, 2023**

**Place: Mumbai**

**Notes:**

1. The Explanatory Statements 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 NSDL. 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, 20<sup>th</sup> October, 2023 ("**cut-off date**"). In conformity with the applicable regulatory requirements 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, the Postal Ballot Notice is being sent only through electronic mode and only those Members will be entitled to cast their votes by remote e-voting.
4. The remote e-voting period commences at 09:00 a.m. (IST) on Saturday, 16<sup>th</sup> December, 2023 and will end at 5:00 p.m. (IST) on Sunday, 14<sup>th</sup> January, 2024, 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., Friday, 20<sup>th</sup> October, 2023, 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. Mr. K. C. Nevatia of M/s. K. C. Nevatia & Associates, Practising Company Secretary (Membership Number: F3963) 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. Those Members whose email IDs are not registered can get their Email ID registered as follows:
  - Members holding shares in de-mat 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](mailto: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](mailto:investor@bigshareonline.com).

7. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.lloyds.in](http://www.lloyds.in), websites of the Stock Exchanges where the shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
8. 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 Sunday, 14<sup>th</sup> January, 2024.
9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Sunday, 14<sup>th</sup> January, 2024.
10. 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 remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Saturday, 16 <sup>th</sup> December, 2023 (9:00 a.m. IST)
End of remote e-voting	Sunday, 14 <sup>th</sup> January, 2024 (5:00 p.m. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, 20<sup>th</sup> October, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 20<sup>th</sup> October, 2023.

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 April 8, 2020, the General Circular No. 17/2020 dated April 13<sup>th</sup>, 2020, the General Circular No. 22/2020 dated June 15<sup>th</sup>, 2020, the General Circular No. 33/2020 dated September 28<sup>th</sup>, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23<sup>rd</sup>, 2021, the General Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 and the General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 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").

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





**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 09<sup>th</sup> 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

## B. Login Method for e-Voting other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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.

#### **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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote.
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 [kcnevatia@yahoo.com](mailto:kcnevatia@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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 [investor@lloyds.in](mailto:investor@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 [investor@lloyds.in](mailto:investor@lloyds.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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.: 01**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Mahendra Singh Mehta (DIN: 00019566), aged 67 years, as an Additional Independent Director with effect from 23<sup>rd</sup> October 2023 under Section 149, 150 and 152 of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. Mahendra Singh Mehta shall hold office upto the date of next Annual General Meeting or three months from the date of his appointment whichever is earlier and is eligible to be appointed as an Independent Director of the Company for a term of five consecutive years up to 22<sup>nd</sup> October, 2028, whose term shall not be subject to retirement by rotation. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his candidature as a director of the Company. The Company has also received a declaration of Independence from Mr. Mehta.

In the opinion of the Board, Mr. Mehta fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for being eligible for his appointment. He is also not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

Mr. Mahendra Singh Mehta, a resident of Mumbai, 67 years old, is a BE Mech and MBA from IIMA.

Mr Mehta is an industry stalwart with over 40 years rich experience in leading organisations. His experience covers wide ranging industries such as non-ferrous metals, mining, steel, power generation and distribution, cement, infrastructure, etc.

Mr. Mehta has been a part of Vedanta’s growth journey which include large acquisitions like Balco, Hindustan Zinc, Sesa Goa, KCM- Zambia, Anglo’s Zinc assets in Namibia, Ireland and South Africa and Cairn India. In Vedanta Group he held different strategic roles including Head of Copper Business, Group level Commercial Director, CEO and WTD of HZL and retiring as the Group CEO Vedanta PLC. He was on the boards of Vedanta PLC and Vedanta Limited.

Mr. Mehta also had a stint as CEO of Reliance Infrastructure comprising of Delhi and Mumbai Power Discoms, Metro rail, toll road business, EPC, cement, power transmission. He was instrumental in bringing about significant improvement in the working of Delhi Discom business (BSES) in 2014-15 and 2015-16. After a long spell of stagnation and loss making, he turned around BSES discom into an efficient power distribution company at the back of significant reduction in AT&C losses and optimisation of power purchase cost.

Mr. Mehta has led the team from the front, focussing on change management and integration, process improvement assignments across functions, brown field growth projects, continuous improvement projects to attain global cost and operating efficiencies, introduction of effective performance management systems, investor relations, training and mentoring etc.

**Information pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015**

Brief details in respect of the director seeking appointment:

<b>Names of Director</b>	Mr. Mahendra Singh Mehta
<b>DIN</b>	00019566
<b>Educational Qualification</b>	BE Mech and MBA from IIMA.
<b>Category of Director</b>	Independent Director
<b>Expertise in Functional Area</b>	Mr. Mehta is an industry stalwart with over 40 years rich experience in leading organisations. His experience covers wide ranging industries such as non-ferrous metals, mining, steel, power generation and distribution, cement, infrastructure, etc.
<b>Relationships between directors inter-se</b>	N.A.
<b>List of other Listed Entities in which he holds Directorship and the Membership of Committees of the Board</b>	01 1. Hindustan Construction Company Limited Chairman – Audit Committee Meeting Chairman – Nomination and Remuneration Committee Meeting Chairman – Risk Management Committee
<b>Other Committee Membership in Lloyds Metals and Energy Limited</b>	Member – Audit Committee Member - Nomination and Remuneration Committee Member - Stakeholder’s Relationship Committee
<b>No. of Shares held including shareholding as a beneficial owner</b>	NIL

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.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Mahendra Singh Mehta as an Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of members.

**Item No.: 02**

The Board on recommendation of the Audit Committee in their respective meetings held on 25<sup>th</sup> April, 2023, 08<sup>th</sup> August, 2023 and 23<sup>rd</sup> October, 2023 has approved entering into transactions relating to trading of machinery, construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis and such other allied activities in relation and connection thereto (as may be amended from time to time) with Lloyds Infrastructure & Construction Limited ("LICL"), 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") subject to the condition that the total value of all transactions with LICL shall not exceed Rs. 2,000 Crores/- (Rupees Two Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

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 Special 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 Members is sought for passing the Special Resolution as set out in the Notice for approval of Material Related Party Transaction to be entered into with Lloyds Infrastructure & Construction Limited ("LICL").

**Pursuant to Rule 15 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	Remarks
1.	Name of the Related Party and nature of relationship	Lloyds Infrastructure & Construction Limited ("LICL") <b>Section 2(76)(v) of the Companies Act, 2013:</b> a Public Company in which a Director or Manager is a Director and holds along with his relatives, more than 2% of its paid-up share capital.
2.	Nature, duration of the contract and particulars of the contract or arrangement	<b>Nature of Contract or Arrangement:</b> Trading of machinery, construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material and such other services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis. <b>Duration of contract or arrangement:</b> as may be mentioned specifically in each order. <b>Particulars of contract or arrangement:</b> trading of machinery, construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material and such other services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis. Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business
3.	The material terms of the contract or arrangement including the value, if any	The transactions will be based on orders to be issued from time to time related to trading of machinery, construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models, purchase and sale of construction equipments including but not limited to any such other equipment, material and such other services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis. The estimated monetary value of the aggregate transaction(s) shall not exceed Rs. 2,000 Crores (Rupees Two thousand Crores only) for any given financial year on an annual basis on arms' length basis.

4.	Any advance paid or received for the contract or arrangement, if any	Terms of receipt of advance shall be as per the proposed orders
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms' lengths basis and in ordinary course of business
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
7.	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.

Except Mr. Mukesh Gupta, Mr. Rajesh Gupta, Mr. Madhur Gupta, Mr. Babulal Agarwal and Mr. Balasubramanian Prabhakaran 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.

**For and on the behalf of  
Lloyds Metals and Energy Limited**

**Sd/-  
Trushali Shah  
Company Secretary**

**Date: 23<sup>th</sup> October, 2023  
Place: Mumbai**



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

Date:

To,  
**Bigshare Services Private Limited**  
Pinnacle Business Park, Office No.: S6-2,  
6<sup>th</sup>, Mahakali Caves Road, Next to Ahura Centre,  
Andheri (East), Mumbai - 400093

**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.