

Lloyds Metals and Energy Limited

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Notice

Notice is hereby given that the (01/2025-26) Extraordinary General Meeting (“EGM”) of the Members of Lloyds Metals and Energy Limited (“the Company”) will be held on Thursday, 11th September, 2025 at 11:30 A.M. IST through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following business:

Special Business:

1. APPROVAL FOR APPOINTMENT OF MR. SUJIT KUMAR VARMA (DIN: 09075212), AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Sujit Kumar Varma (DIN: 09075212), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 12th August, 2025, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) and 17 of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such upto the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from 12th August, 2025 upto 11th August, 2030 (both days inclusive).

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 APPOINTMENT OF DR. ANITA SHANTARAM (DIN: 00786517), AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Dr. Anita Shantaram (DIN: 00786517), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 12th August, 2025, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) and 17 of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such upto the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from 12th August, 2025 upto 11th August, 2030 (both days inclusive).

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 FOR CHANGE IN DESIGNATION OF MR. SHABBIRHUSEIN SHAIKHADAM KHANDWAWALA (DIN: 10821717) FROM NON-EXECUTIVE INDEPENDENT DIRECTOR TO NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the change the designation of Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) from 'Non-Executive – Independent Director' to 'Non-Executive – Non-Independent Director' of the Company liable to retire by rotation, with effect from 12th August, 2025.

RESOLVED FURTHER THAT in continuation of the approval granted by the Members of the Company at the Extraordinary General Meeting held on 17th January, 2025, pursuant to Regulation 17(1A) of the Listing Regulations (including any statutory modification(s), amendment(s), clarification(s), substitution(s), or re-enactment(s) thereof for the time being in force), the continuation of directorship of Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) beyond on 7th August, 2025 i.e. on attaining the age of 75 Years on 8th August, 2025, shall remain valid and effective notwithstanding his re-designation from Non-Executive Independent Director to Non-Executive Non-Independent Director, and no further approval of the Members is required in this regard.

RESOLVED FURTHER THAT Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) shall be entitled to receive sitting fees for attending meetings of Board or Committees thereof as well as commission within the overall limits prescribed under the Act, as approved by the Board from time to time.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to grant, issue, and/or allow the exercise of Employee Stock Options to Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717), in recognition of the services to be rendered by him in the capacity of a Non-Executive Director of the Company, under any employee stock option scheme of the Company as may be approved and implemented from time to time, subject to the applicable provisions of law, including the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and such terms and conditions as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company.

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."

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 at Extra Ordinary General Meeting dated 17th January, 2025 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 give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and 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 to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in one or more tranches in future, which may exceed aggregate permissible limit i.e. sixty percent (60%) of the paid-up capital of the Company and its free reserves and securities premium account or Hundred percent (100%) of its free reserves and securities premium account, whichever is more, or Rs. 15,000 Crore (Rupees Fifteen Thousand Crore 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 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 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 at Annual General Meeting dated 2nd June, 2025 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 capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed the aggregate of the paid up capital, free reserves and securities premium of the Company or Rs. 15,000 Crore (Rupees Fifteen Thousand Crore 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.”

6. 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 at Annual General Meeting dated 2nd June, 2025 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, 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 in its absolute discretion thinks 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 together with interest, cost, charges and expenses thereon provided that the aggregate indebtedness, so secured by the assets do not at any time exceed the aggregate value of 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.

7. APPROVAL FOR THE ISSUANCE OF 19,57,458 EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH, TOWARDS THE ACQUISITION OF STAKE IN THRIVENI PELLETS PRIVATE LIMITED BY WAY OF A SHARE SWAP

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 186, 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules and regulations (including any statutory modification(s),

amendment(s), clarification(s), substitution(s), or re-enactment(s) thereof for the time being in force) (collectively referred to as the “**Act**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the equity listing agreement entered into by the Company with BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and collectively with BSE referred to as “**Stock Exchanges**”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, and other applicable rules, regulations, circulars, notifications and guidelines issued by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) or any other competent authority from time to time, and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate regulatory authorities, and subject to such terms, conditions and modifications as may be prescribed while granting such approvals and which may be agreed to by 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), and based on the recommendation of the Audit Committee and Board of Directors of the Company, and in accordance with the Company’s policy on related party transactions the consent of the Members of the Company be and is hereby accorded to the Board to authorize, create, issue, offer and allot, on a preferential basis in accordance with Chapter V of the SEBI ICDR Regulations, up to 19,57,458 (Nineteen Lakh Fifty-Seven Thousand Four Hundred Fifty-Eight) fully paid-up equity shares of face value of Re. 1 (Rupee One) each at an issue price of Rs. 1,460.50 (Rupees One Thousand Four Hundred and Sixty and Fifty Paise Only) per equity share (including a premium of Rs. 1,459.50 per share) (“**Subscription Shares**”), to Adler Industrial Services Private Limited (“**Adler**”) (“**Preferential Issue**”), being a promoter shareholder of Thriveni Pellets Private Limited (CIN: U13209OR2017PTC027900) (“**TPPL**”), for non-cash consideration amounting to Rs. 2,85,88,67,409 (Rupees Two Hundred Eighty-Five Crore Eighty-Eight Lakh Sixty-Seven Thousand Four Hundred Nine), by way of a share swap, in lieu of acquisition of its 49% (Forty Nine percent) of the total issued, subscribed and paid-up equity share capital of TPPL (“**Purchase Shares**”) held by Adler, as part of the proposed transaction (“**Proposed Transaction**”), on such terms and conditions as set forth in the Share Purchase Agreement dated 12th August, 2025 entered into among the Company, Adler, and TPPL, and the ancillary transaction documents.

RESOLVED FURTHER THAT the details of the proposed allottee and the number of Equity Shares to be allotted shall be as under:

Sr. No.	Name of Proposed Allottees	%age of stake in TPPL offered for acquisition	No. of Shares of TPPL proposed to be transferred to Lloyds Metals and Energy Limited (“the Company”)	No. of Shares of Lloyds Metals and Energy Limited proposed to be allotted for the acquisition of TPPL Shares	Name of the Ultimate Beneficiaries/ Owners
Category- Non-Promoter					
1.	Adler Industrial Services Private Limited	49%	88,24,900	19,57,458	(a) Ashwini Kumar Vaishnav (b) Sunita Vaishnav (c) Rahul Vaishnav
Total		49%	88,24,900	19,57,458	

RESOLVED FURTHER THAT in terms of Regulation 161 of SEBI ICDR Regulations (as amended) provisions of Chapter V of the ICDR Regulations, the relevant date for determining the issue price for the proposed preferential issue of equity shares to be issued and allotted as above is Tuesday, 12th August, 2025 (“**Relevant Date**”), being the date 30 (thirty) days prior to the date of this extra-ordinary general meeting on Thursday, 11th September, 2025 on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to Adler, on preferential basis shall *inter alia* be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted to Adler shall be listed and traded on the Stock Exchanges where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals.
- The Equity Shares to be issued and allotted to Adler shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- The Equity Shares to be issued and allotted shall be locked in for such period as specified in the provisions of Chapter V of the ICDR Regulations.
- The Equity Shares shall be allotted by the Company to Adler in dematerialized form within a period of 15 (fifteen) days from the later of (i) date of receipt of requisite shareholders’ approval; or (ii) date of receipt of last of the approvals/ permission required for such allotment from any regulatory authority (including, but not limited to the approval of the Competition Commission of India, and in-principle approval of the National Stock Exchange of India Limited and BSE Limited (“**Stock Exchanges**”) for issuance of the Equity Shares) or such extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.
- The Equity Shares to be issued and allotted to Adler, are being issued for consideration other than cash, towards discharge of consideration payable by the Company for the acquisition of the Purchase Shares held by Adler in TPPL, which will constitute the part consideration for the Equity Shares to be allotted by the Company to Adler.
- The Equity Shares shall be issued and allotted by Company to Adler subject to receipt of the Purchase Shares from Adler, i.e., for consideration other than cash.

- (g) The Equity Shares to be issued and allotted shall not exceed the number of equity shares as approved herein above.
- (h) The pre-preferential allotment shareholding of Adler, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT since the aggregate value of the consideration, though not in the form of cash (i.e. consideration other than cash), arising from the Preferential Issue exceeds Rs. 100 Crores, in accordance with Regulation 162A of Chapter V of the SEBI ICDR Regulations, a SEBI-registered external credit rating agency, M/s. India Ratings and Research Private Limited, be and is hereby appointed as the Monitoring Agency to monitor the utilisation of such consideration in the manner prescribed under the applicable laws.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including without limitation:

- (a) to effect any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) of the relevant terms and conditions related to the issue of Equity Shares, as may be required by any regulatory authorities or otherwise;
- (b) to issue a letter of offer/ private placement offer cum application letter to Adler (in Form PAS-4 as prescribed under the Act);
- (c) to record the name of Adler and details of the offer letter in Form PAS-5 in accordance with the Act;
- (d) to issue and allot the Equity Shares to Adler;
- (e) authorise the credit of Equity Shares allotted to the demat account of Adler;
- (f) issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue);
- (g) entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Proposed Transaction) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubts that may arise in regard to the offer;
- (h) issue and allotment of the Equity Shares and listing thereof with the relevant stock exchanges, apply to relevant stock exchanges for obtaining the in-principle approval in accordance with Regulation 160(f) of the SEBI ICDR Regulations and Regulation 28 of the Listing Regulations, listing approval of the Equity Shares, trading approval of the Equity Shares, and other activities as may be necessary for obtaining listing and trading approvals from the relevant stock exchanges;
- (i) file necessary forms with the appropriate authorities or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for

the purpose of giving effect to this resolution in accordance with applicable law, including the SEBI ICDR Regulations and the Listing Regulations;

- (j) obtain any and all regulatory approvals (including but not limited to the approvals of Competition Commission of India, and in-principle approval of the relevant stock exchanges for issuance of the Equity Shares), take all necessary actions and file all necessary applications, make representations with any regulatory authority, whether in person or through any representative in order to seek and obtain the requisite approvals for the Proposed Transaction; and
- (k) take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing without being required to seek any fresh approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

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) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) of the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director, Key Managerial Personnels, Mr. Hemakur Upadhyaya, Deputy Chief Financial Officer and Mr. Sumit Agrawal hereinafter referred to as ("**Authorised Signatories**") of the Company be and are hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

8. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH THRIVENI PELLETS PRIVATE LIMITED

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

"**RESOLVED THAT** 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 as per Section 188 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and 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 the Company's Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be

and is hereby accorded to 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 enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Thriveni Pellets Private Limited (“TPPL”), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and TPPL, for an aggregate value of up to Rs.5,000 Crore (Rupees Five Thousand Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as 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 all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

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

9. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH THRIVENI EARTH MOVERS AND INFRA PRIVATE LIMITED

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

“RESOLVED THAT in addition to the resolution passed by the Members at the Annual General Meeting of the Company held on 2nd June, 2025 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 as per Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and 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 the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to 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 enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Thriveni Earth Movers and Infra Private Limited (“TEIL”), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and TEIL, for an aggregate value of up to Rs.4,500 Crore (Rupees Four Thousand Five Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as 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 all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

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

10. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH BRAHMANI RIVER PELLETS LIMITED

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

"RESOLVED THAT 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 as per Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") and 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 the Company's Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to 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 enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Brahmani River Pellets Limited ("BRPL"), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and BRPL, for an aggregate value of up to Rs.4,000 Crore (Rupees Four Thousand Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as 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 all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or

incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

11. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH PROPOSED SUBSIDIARY IN DUBAI, UNITED ARAB EMIRATES

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

"RESOLVED THAT 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 as per Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") and 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 the Company's Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to 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 enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with the Proposed Subsidiary to be incorporated in Dubai, United Arab Emirates ("Dubai Subsidiary"), a related party under section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and Dubai Subsidiary, for an aggregate value of up to Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore only) on an annual basis for any given financial year, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as 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 all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

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

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

Akshay Vora
Company Secretary
Membership No.: ACS43122

Date: 12th August, 2025
Place: Mumbai

Registered Office:

Plot No: A 1-2, MIDC Area, Ghugus, District
Chandrapur – 442505, Maharashtra, India.
CIN: L40300MH1977PLC019594
E-mail : investor@lloyds.in
Website : www.lloyds.in

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 25th September, 2023 and 09/2024 dated 19th September, 2024 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (hereinafter referred to as "**Circulars**"), and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("**Listing Regulations**") permitted the holding of the Extra Ordinary General Meeting ("**EGM**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the EGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.

4. Since this EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In line with the Circulars, Notice of the thus EGM, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.lloyds.in and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com and on the website of National Securities Depository Limited ("**NSDL**") at www.evoting.nsdl.com.
6. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution /authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mitesh@mishah.com with a copy marked to evoting@nsdl.co.in and investor@lloyds.in. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter, etc., by clicking on "Upload Board Resolution / Authority Letter" displayed under "**e-voting**" tab in their login.
7. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The SEBI has mandated the submission of the Permanent Account Number ("**PAN**") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, Bigshare Services Private Limited ("**RTA**").
9. Those Shareholders whose email IDs are not registered can get their e-mail ID's 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 RTA on their email id investor@bigshareonline.com or by sending the duly filled in e-communication registration form enclosed with this Notice to our RTA on their email id investor@bigshareonline.com.
10. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
11. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice under note no. 20.
12. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing

Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the EGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the EGM.

14. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April, 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
15. Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of EGM, i.e Thursday, 11th September, 2025. Members seeking to inspect such documents can send an email to investor@lloyds.in.
16. Members are provided with the facility for voting through voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.
17. Members who have already casted their vote by remote e-voting prior to the EGM will be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.
19. Instructions for voting through electronic means:

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Monday, 8th September, 2025 (9:00 A.M. IST)
End of remote e-voting	Wednesday, 10th September, 2025 (5:00 P.M. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Thursday, 4th September, 2025 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 4th September, 2025.

20. INSTRUCTIONS FOR E-VOTING AND JOINING THE EGM ARE AS FOLLOWS:

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 Members holding securities in demat mode

In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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"> 1. 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. 2. 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. 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



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 i.e., NSDL where the e-Voting is in progress.
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.co.in 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 helpdesk.evoting@cdslindia.com 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.
 - (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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 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 mitesh@mishra.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.
4. You can also update your Mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

21. THE INSTRUCTIONS FOR REGISTRATION OF EMAIL ADDRESS

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

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@lloyds.in
- b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to 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.**
- c. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

22. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

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

PROCESS AND MANNER FOR ATTENDING THE EGM THROUGH INSTAMEET:

- a. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login,

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

- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@lloyds.in. The same will be replied by the Company suitably.
- f. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request by Tuesday, 9th September, 2025 (up till 05:00 P.M. IST) from their registered e-mail Id's mentioning their name, DP ID and client Id / folio number, PAN, mobile number on investor@lloyds.in as registered in the records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

24. GENERAL GUIDELINES FOR MEMBERS

1. The Company has appointed Mr. Mitesh Shah (*Membership No.: F10070*) from Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH104700) as the Scrutinizer to scrutinize the remote e-voting process and voting during the EGM in a fair and transparent manner.
2. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

3. The Scrutinizer shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the EGM. The results declared along with the Scrutinizer's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, where the shares of the Company are listed and shall be placed on the Company's website at www.lloyds.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman.
4. Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically.
5. Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.
6. The process to be followed for registration/ updation of addresses and / or e-mail address by Members holding shares in physical mode, by following the procedure at the link attached: <https://www.lloyds.in/investor-contact/>.
7. Members must quote their Folio No. / Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company's Registrar and Share Transfer Agent.
8. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
9. The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 4th September, 2025.
10. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the EGM.
11. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

In respect of Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 12th August, 2025, had approved the appointment of Mr. Sujit Kumar Varma (DIN: 09075212) as Additional Director, in the capacity of Non-Executive, Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (Five) years i.e. from 12th August, 2025 to 11th August, 2030 (both days inclusive), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Member.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) and 17 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has not been debarred from holding the office of director by virtue of any SEBI order or any other such Authority.

Brief Profile of Mr. Sujit Kumar Varma

Mr. Sujit Kumar Varma holds a Bachelor of Arts (Honours) in English from St. Xavier's College, Ranchi University, completed in 1983. He is a Certified Associate of the Indian Institute of Banking & Finance (IIBF), Mumbai. Further enhancing his expertise, Mr. Varma has earned certifications from prestigious institutions, including Harvard Business School's program on Leading Global Businesses and the Executive Program for Banking and Financial Sector (EPBFS) from the Indian Institute of Management (IIM), Ahmedabad, India.

With a career spanning over three decades in banking, Mr. Varma has established a proven track record in leading diverse business functions and consistently exceeding organizational goals. He is highly skilled in Corporate and Retail Credit, Trade Finance, International Banking, Risk Management, and Compliance.

Mr. Varma's long association with State Bank of India (SBI), from 1987 to 2021, enabled him to serve in several leadership roles, culminating in his tenure as Deputy Managing Director, Corporate Accounts Group from 2018 to 2021. In this role, he played a pivotal part in the bank's corporate operations before superannuating.

Key areas of expertise include Credit Management & Risk Management, Trade Finance, Compliance & Retail Banking and International Banking.

With a career rooted in banking, Mr. Varma aims to apply his expertise to not only achieve the organization's strategic objectives but also to enhance its financial stability and governance structure.

Mr. Sujit Kumar Varma brings to the table a wealth of experience, deep domain expertise, and a legacy of impactful leadership in the banking and financial sector. His strategic vision, combined with a hands-on understanding of credit, risk, compliance, and international finance, positions him as a valuable asset to any organization aiming for sustainable growth and robust governance. Committed to excellence and integrity, Mr. Varma is poised to contribute meaningfully to the continued success and resilience of the financial institutions he partners with.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Sujit Kumar Varma for the office of a Director of the Company. Mr. Sujit Kumar Varma has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Sujit Kumar Varma has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

The NRC as a part of Nomination and Remuneration Policy has finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Sujit Kumar Varma for Independent Director. Further, in the opinion of the Board, Mr. Sujit Kumar Varma fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience, and knowledge. The Board was satisfied that the appointment of Mr. Varma is justified due to the following reasons:

- (a) With over three decades at the State Bank of India, including serving as Deputy Managing Director of the Corporate Accounts Group, Mr. Varma has demonstrated his ability to lead complex banking operations, manage large corporate portfolios, and deliver results in high-stakes environments.
- (b) His in-depth knowledge and experience across key areas such as Credit Management, Risk Management, Trade Finance, Compliance, and International Banking. This broad and deep skill set is essential for strengthening operational performance and ensuring sound governance.
- (c) His academic foundation, coupled with advanced certifications from institutions like IIM Ahmedabad and Harvard Business School, reflects his commitment to continuous learning and strategic thinking—qualities vital for steering organizations in a dynamic financial landscape.

Accordingly, considering the extensive industrial knowledge and experience of Mr. Varma as well as his educational background, appointment of Mr. Varma as an Independent Director is in the interest of the Company.

Brief detail of Mr. Sujit Kumar Varma is separately provided in the "Annexure - I" to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India ("ICSI"). He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mr. Sujit Kumar Varma containing the terms and conditions of appointment, is available for inspection. Please refer to Note 15 given in the Notice on inspection of documents.

The resolution seeks the approval of Members of the Company for the appointment of Mr. Sujit Kumar Varma as an Independent Director of the Company for a term of five (5) years effective 12th August, 2025 to 11th August, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the Listing Regulations, the approval of the Members of the Company is sought for the appointment of Mr. Sujit Kumar Varma as an Independent Director of the Company, as a Special Resolution.

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

Except, Mr. Sujit Kumar Varma, 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 of the Notice.

In respect of Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”) read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 12th August, 2025, had approved the appointment of Dr. Anita Shantaram (DIN: 00786517) as Additional Director, in the capacity of Non-Executive, Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (Five) years i.e. from 12th August, 2025 to 11th August, 2030 (both days inclusive), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Member.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) and 17 of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has not been debarred from holding the office of director by virtue of any SEBI order or any other such Authority.

Brief Profile of Dr. Anita Shantaram

Dr. Anita Shantaram is a distinguished academic and ethics professional with over 30 years of experience in corporate training and academia. She holds a postgraduate degree in Industrial Psychology from Bombay University (1990) and a Ph.D. titled ‘Ethical Business Practices and Corporate Financial Performance: An Empirical Analysis’ from BITS Pilani (2015). She is also certified as a Leading Professional by the Ethics & Compliance Initiative (USA), having completed the executive education program “Managing Ethics in Organizations” at Bentley University, Boston.

Dr. Shantaram is the founder of EthicsIndia, now part of Legasis Private Limited, a reputed legal and compliance tech solutions company. She currently serves as an Independent Director on the Boards of Bharat Wire Ropes Limited, Gujarat Insecticides Limited, Abans Enterprises Limited, and Responsive Industries Limited.

With a strong foundation in governance, ethics, and compliance, she has conducted more than 1800 workshops in India and the Middle East, training over 20,000 professionals across organizations such as Dana India, Bank of Baroda, Larsen & Toubro, the Tata Group, IDBI, Motorola, Great Eastern Shipping, MUST Garments, Utmost Group, and Intertec Systems.

An active educator and thought leader, Dr. Shantaram serves as visiting faculty at IIT Bombay, IIM Rohtak, and NMIMS, and has published seven papers on Business Ethics. She also assists organizations in conducting Ethics Audits, setting up Ethics & Compliance Programs, and serves as an external member on Prevention of Sexual Harassment (POSH) committees. She has been on the Academic Advisory Boards of several institutions and has been actively involved in community service through the Rotary Club, where she has held multiple leadership roles.

Dr. Anita Shantaram will bring deep expertise in ethics, governance, and compliance critical areas for strengthening the Company’s oversight and risk management framework. Her diverse experience across industries and commitment to ethical leadership will enhance the Board’s effectiveness and strategic decision-making.

Dr. Anita Shantaram’s extensive experience in ethics, governance, and compliance, combined with her strong academic foundation and cross-industry expertise, positions her as a highly valuable addition to the Board. Her distinguished track record in promoting ethical business practices, strengthening risk management frameworks, and advising organizations on governance matters will significantly enhance the Board’s oversight capabilities and strategic direction. Dr. Shantaram’s presence will not only reinforce the Company’s commitment to ethical leadership but also contribute meaningfully to its long-term sustainability and stakeholder confidence.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Dr. Anita Shantaram for the office of a Director of the Company. Dr. Anita Shantaram has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act. Dr. Anita Shantaram has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (“**IICA**”).

The NRC as a part of Nomination and Remuneration Policy has finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Dr. Anita Shantaram for Independent Director. Further, in the opinion of the Board, Dr. Anita Shantaram fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. She is independent of the management and possesses appropriate skills, experience, and knowledge. The Board was satisfied that the appointment of Dr. Shantaram is justified due to the following reasons:

- (a) Dr. Shantaram brings over three decades of specialized experience in ethical leadership, corporate governance, and regulatory compliance. Her deep understanding of these critical areas will strengthen the Company’s oversight functions and risk management framework(b)
- a) As an Independent Director on multiple listed company boards and the founder of EthicsIndia, Dr. Shantaram offers a broad perspective across sectors. Her insights into best practices in governance and board effectiveness will add significant value to strategic decision-making.
- (c) With a Ph.D. in ethical business practices, executive education from leading global institutions, and faculty roles at premier institutes like IIT Bombay and IIM Rohtak, she brings a research-driven and thought leadership approach that will support the Company’s commitment to sustainable and responsible growth.
- (d) Dr. Anita Shantaram’s appointment contributes meaningfully to board diversity—not only in terms of gender representation but also through her unique blend of academic, entrepreneurial, and advisory experience in ethics and compliance. Her multidisciplinary background and global exposure offer diverse perspectives that will enrich boardroom dialogue and promote more inclusive, well-rounded decision-making.

Accordingly, considering the extensive industrial knowledge and experience of Dr. Shantaram as well as her educational background, appointment of Dr. Shantaram as an Independent Director is in the interest of the Company.

Brief detail of Dr. Anita Shantaram is separately provided in the “**Annexure - II**” to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings (“**SS-2**”), issued by the Institute of Company Secretaries of India (“**ICSI**”). She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Dr. Anita Shantaram containing the terms and conditions of appointment, is available for inspection. Please refer to Note 15 given in the Notice on inspection of documents.

The resolution seeks the approval of Members of the Company for the appointment of Dr. Anita Shantaram as an Independent Director of the Company for a term of five (5) years effective 12th August, 2025 to 11th August, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the Listing Regulations, the approval of the Members of the Company is sought for the appointment of Dr. Anita Shantaram as an Independent Director of the Company, as a Special Resolution.

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

Except, Dr. Anita Shantaram, 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. 2 of the Notice.

In respect of Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”) read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 18th December, 2024 had approved the appointment of Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) as Additional Director, in capacity of Non-Executive Independent Director of the Company. Subsequently, his appointment was regularized by the Members of the Company at the Extraordinary General Meeting held on 17th January, 2025, as a Non-Executive Independent Director.

The Company is considering to enhance his association with Lloyds Group and benefiting from his enriched experience and compensate him for the same for the services to be provided by him.

Considering the proposed change in the role of Mr. Khandwawala, the Company assessed the independence status of Mr. Shabbirhusein Khandwawala and concluded that Mr. Khandwawala would not meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 (“**the Act**”) and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

Hence, based on the recommendation of Nomination and Remuneration Committee of the Company, the Board at its meeting held on 12th August, 2025 after undertaking objective and subjective assessment regarding Mr. Khandwawala’s independent status in terms of Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations had approved, subject to approval of shareholders, the redesignation of Mr. Shabbirhusein Khandwawala from ‘Non-Executive Independent Director’ to ‘Non-Executive – Non-Independent Director’ w.e.f. 12th August, 2025.

Further, Mr. Shabbirhusein Khandwawala has also provided necessary disclosures/declarations under the applicable provisions of the Act and/ or Listing Regulations in view of the proposed arrangements.

Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) will be attaining the age of 75 (Seventy-Five) years on 8th August, 2025. In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect and the justification for such continuation is provided in the explanatory statement annexed to the notice for such appointment or continuation.

However, the approval of the Members pursuant to Regulation 17(1A) of the Listing Regulations has already been obtained by way of a special resolution passed at the Extraordinary General Meeting held on 17th January, 2025 for the continuation of Mr. Khandwawala’s directorship beyond the age of 75 years. Accordingly, the said approval shall continue to remain valid and effective.

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

Appointing Mr. Shabbirhusein Shaikhadam Khandwawala as an ‘Non-Executive - Non-Independent Director’, even after the age of 75, is highly justified due to his extensive experience and expertise accumulated over four decades in the Indian Police Service, corporate security, and governance. His deep understanding of law enforcement, risk management, ethical governance, and compliance remains invaluable. As an independent director, he can offer objective, unbiased perspectives, guiding the company in complex decisions and ensuring strong governance. His continued relevance, demonstrated through roles with prestigious organizations like the Lokpal Search Committee and the BCCI, underscores his ability to contribute significantly to the company’s strategic direction and reputation, making him an asset to the board.

Moreover, his leadership and strategic insights are vital in navigating the evolving challenges of the business world. Therefore, his appointment as an independent director would bring tremendous value to the company, reinforcing its commitment to ethical practices and sound governance.

Mr. Shabbirhusein Shaikhadam Khandwawala shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act and shall also be eligible for grant, issue, and/or allow the exercise of Employee Stock Options, in recognition of the services to be rendered by him in the capacity of a Non-Executive Director of the Company, under any employee stock option scheme of the Company as may be approved and implemented from time to time, subject to the applicable provisions of law, including the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and such terms and conditions as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company.

Accordingly, approval of Members is sought by way of a Special Resolution to re-designate Mr Shabbirhusein Shaikhadam Khandwawala from ‘Non-Executive - Independent Director’ to ‘Non-Executive - Non-Independent Director’ w.e.f. 12th August, 2025.

The Board recommends the above referred Special Resolution as set forth in Item No. 03 of the accompanying Notice for your approval.

Except, Mr. Shabbirhusein Shaikhadam Khandwawala, 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. 3 of the Notice.

In respect of Item No. 4

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) every company need 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 security 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.

Accordingly, the Board of Directors of the Company at their meeting held on 12th August, 2025 recommended a proposal for approval of the Members of the Company for revision in limits under Section 186 upto the aggregate of the 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 or Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only), whichever is higher.

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

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.

In respect of Item No. 5 & 6

Pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 (“**the Act**”) read with the Companies (Meeting of Board and its Powers) Rules, 2014 (as amended from time to time) (“**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.

Further, pursuant to the provisions of Section 180(1)(a) of the Act and 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.

The Members of the Company at Annual General Meeting dated 02nd June, 2025, had delegated the authority to the Board of Directors of the Company (“**the Board**”) to borrow the funds and sale/ lease/ disposal

of the assets of the Company, from time to time, upto the aggregate of the paid-up capital, free reserves and securities premium of the Company or upto Rs. 4,000 Crore (Rupees Four Thousand Crore Only) or whichever is higher.

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, the Company may be required to create security by way of mortgage/ charge/ hypothecation 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 events of default and such transaction may be consider 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 12th August, 2025 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. 15,000 Crore (Rupees Fifteen Thousand Crore Only), whichever is higher.

The Board, recommends passing of this Special Resolution as set out at Item No. 05 & 06 of this Notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 5 & 6 of the Notice.

In respect of Item No. 7

At its meeting held on 12th August 2025, the Board of Directors (“**Board**”) of the Company approved the proposed acquisition of 88,24,900 Equity Shares constituting 49% of the share capital of Thriveni Pellets Private Limited (“**TPPL**”) (“**Purchase Shares**”) from Adler Industrial Services Private Limited (“**Adler**”), for an aggregate cash consideration of Rs. 200,00,00,000 (Rupees Two Hundred Crores) and non-cash consideration of Rs. 2,85,88,67,409 (Rupees Two Hundred Eighty-Five Crore Eighty-Eight Lakh Sixty-Seven Thousand Four Hundred Nine) by swap of shares by way of issuance and allotment of 19,57,458 (Nineteen Lakh Fifty-Seven Thousand Four Hundred Fifty-Eight) equity shares of the Company on a preferential basis (“**Preferential Issue**”) at an issue price of Rs. 1,460.50 (Rupees One Thousand Four Hundred and Sixty and Fifty Paise) per Equity Share (“**Subscription Shares**”) having face value of Rs. 1 (Rupee One) per equity share to Adler.

Thriveni Pellets Private Limited incorporated under the Companies Act, 2013 (CIN: U13209OR2017PTC027900) on 13th November, 2017 and is having its Registered Office at Uchabali, P.O: Bamebari, Keonjhar, via: Joda- 758034, Orissa. Thriveni Pellets Private Limited (“**TPPL**”) is engaged in business of rading (including import and export), manufacture, processing all kinds and forms of steel and iron casting steel required in or used for industrial, agricultural, transport, commercial, domestic, building, power, transmission and/ or construction purposes in India.

Pursuant to the above acquisition, the Company will acquire 49% (Forty Nine percent) of the paid-up equity share capital of TPPL.

In accordance with the applicable provisions of the Companies Act, 2013 read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), as amended from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”), the approval of members of the Company by way of a special resolution is required to issue equity shares of the Company on a preferential basis for consideration other than cash.

The Board on the recommendation of the Audit Committee approved the Proposed Transaction in its meeting held on 12th August 2025 as detailed below:

In accordance with the applicable provisions of the Companies Act, 2013 read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), as amended from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**"), the approval of members of the Company by way of a special resolution is required to issue equity shares of the Company on a preferential basis for consideration other than cash.

The Board on the recommendation of the Audit Committee approved the Proposed Transaction in its meeting held on 12th August 2025 as detailed below:

Sr. No.	Name of Proposed Allottees	%age of stake in TPPL offered for acquisition	No. of Shares of TPPL proposed to be transferred to Lloyds Metals and Energy Limited ("the Company")	No. of Shares of Lloyds Metals and Energy Limited proposed to be allotted for the acquisition of Purchase Shares	Name of the Ultimate Beneficiaries/ Owners
Category- Non-Promoter					
1.	Adler Industrial Services Private Limited	49%	88,24,900	19,57,458	(a) Ashwini Kumar Vaishnav (b) Sunita Vaishnav (c) Rahul Vaishnav
Total		49%	88,24,900	19,57,458	

The issuance of Equity Shares by the Company to Adler and purchase of Purchase Shares from Adler by the Company (as detailed in the resolution and also in this Explanatory Statement) shall be completed in accordance with the provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the "**Act**"), SEBI ICDR Regulations, Listing Regulations and the share purchase agreement dated 12th August, 2025 ("**SPA**") executed amongst the Company, Adler, and TPPL. The SPA details the terms under which the Purchase Shares will be acquired by the Company and Equity Shares will be issued by the Company to Adler and contains customary representations, warranties and indemnities from Adler including in relation to losses arising from breach of warranties and covenants.

The Proposed Transaction is conditional upon mutually agreed customary conditions precedent and regulatory authorities (including, but not limited to approval of the Competition Commission of India ("**CCI**"), and the in-principle approval of BSE Limited and National Stock Exchange of India Limited (together, the "**Stock Exchanges**"), for issuance of the Equity Shares).

Approval of the Members of the Company by way of special resolution is being sought in accordance with Sections 23, 42 and 62(1)(c) of the Act as well as provisions of Chapter V of the SEBI ICDR Regulations to create, offer, issue and allot Equity Shares.

The issue of the Equity Shares to Adler on preferential basis shall be subject to the following terms and conditions, apart from others, as prescribed under the applicable laws:

1. The Equity Shares to be issued and allotted to Adler shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals.

2. The Equity Shares to be issued and allotted to Adler shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
3. The Equity Shares to be issued and allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
4. The Equity Shares shall be allotted by the Company to Adler in dematerialized form within a period of 15 (fifteen) days from the later of (i) date of receipt of requisite shareholders' approval; or (ii) date of receipt of last of the approvals/ permission required for such allotment from any regulatory authority (including, but not limited to the approval of the CCI, and in-principle approval of the Stock Exchanges for issuance of the Equity Shares) or such extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.
5. The Equity Shares to be issued and allotted to Adler, are being issued for consideration other than cash, towards discharge of consideration payable by the Company for the acquisition of the Purchase Shares held by Adler in TPPL, which will constitute the part consideration for the Subscription Shares to be allotted by the Company to Adler.
6. The Equity Shares shall be issued and allotted to Adler subject to receipt of the Purchase Shares from Adler, i.e., for consideration other than cash.
7. The Equity Shares to be issued and allotted shall not exceed the number of Equity Shares as approved herein above.
8. The pre-preferential allotment shareholding of Adler, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

THE DETAILS OF THE ISSUE AND OTHER PARTICULARS AS REQUIRED IN TERMS OF REGULATION 163 OF THE CHAPTER V OF THE SEBI ICDR REGULATIONS, RULE 13 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND RULE 14 OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 IN RELATION TO THE ABOVE SAID SPECIAL RESOLUTION ARE GIVEN AS UNDER.

A. List of Allottees for Preferential Allotment of Equity Shares

Sr. No.	Name of Proposed Allottees	%age of stake in TPPL offered for acquisition	No. of Shares of TPPL proposed to be transferred to Lloyds Metals and Energy Limited ("the Company")	No. of Shares of Lloyds Metals and Energy Limited proposed to be allotted for the acquisition of TPPL Shares	Name of the Ultimate Beneficiaries/ Owners
Category- Non-Promoter					
1.	Adler Industrial Services Private Limited	49%	88,24,900	19,57,458	(a) Ashwini Kumar Vaishnav (b) Sunita Vaishnav (c) Rahul Vaishnav
Total		49%	88,24,900	19,57,458	

B. Objects of the Preferential Issue

The Company proposes to issue 19,57,458 Equity Shares to Adler Industrial Services Private Limited. ("Adler") for consideration other than cash, as discharge of the total non-cash consideration payable for the acquisition of 88,24,900 (49%) of the ordinary share capital of Thriveni Pellets Private Limited ("TPPL") from Adler.

The guidelines prescribed by NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022 for disclosing the Object of the Issue is Not Applicable since the Preferential Issue is undertaken for consideration other than cash.

C. Particulars of the offer including date of passing of the board resolution, kind of securities offered, maximum number of securities to be issued and the issue price

The Board of Directors of the Company in its meeting on 12th August, 2025, has approved the Preferential Issue of 19,57,458 (Nineteen Lakh Fifty-Seven Thousand Four Hundred Fifty-Eight) equity shares of the Company having face value of Rs. 1 (Rupees One only) each, at a price of Rs. 1,460.50 (Rupees One Thousand Four Hundred and Sixty and Fifty Paise only) per equity share ("**Equity Shares**") to Adler, for consideration other than cash i.e. swap of Equity shares of both the Companies, as discharge of the total non-cash consideration payable for the acquisition of 49% (Forty Nine percent) of the ordinary share capital of TPPL ("**Purchase Shares**") from Adler at a price of Rs. 550.59 (Rupees Five Hundred and Fifty and Fifty-Nine Paise only) per Purchase Share.

D. Relevant date with reference to which price has been arrived at

In terms of the provisions of Regulation 161 of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue is 12th August, 2025, being the date 30 (thirty) days prior to the date of passing of this resolution, which is 11th September, 2025.

E. Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer

- As required under Regulation 163 (3) of the SEBI ICDR Regulations, the Valuation of Equity Shares of Lloyds Metals and Energy Limited and Thriveni Pellets Private Limited has been done by PwC Business Consulting Services LLP, IBBI Registered Valuer- Securities or Financial Assets & Plant and Machinery being an Independent Registered Valuer to enable the Companies to determine the swap of Equity Shares of both

the Companies vide Valuation Report dated 12th August, 2025. Accordingly, the Fair Value of Equity Shares of Lloyds Metals and Energy Limited is determined at Rs. 1,460.50 each and the Fair Value of Equity Shares of Thriveni Pellets Private Limited is determined at Rs. 550.59 each. This Valuation Report is also available on the website of the Company at www.lloyds.in under "Investors" tab and can be accessed through the following link: <https://lloyds.in/investors/corporate-actions/>

- The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "**Stock Exchanges**"). The Equity Shares of the Company are frequently traded as per Regulation 164(5) of Chapter V of the SEBI ICDR Regulations on NSE. Further, NSE being the Stock Exchange with higher trading volumes during the preceding 90 Trading days prior to the Relevant Date has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations. In terms of Regulation 164 of Chapter V of SEBI ICDR Regulations, the minimum price shall not be less than higher of the following:
 - Rs. 1,398.16 each - the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
 - Rs. 1,460.50 each - the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI ICDR Regulations is Rs. 1,460.50 each.

- Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 163 (3) of the SEBI ICDR Regulations in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI ICDR Regulations in sub point B above, the minimum issue price of the Equity Shares of the Company on Preferential basis is Rs. 1,460.50 each (Face Value of Re. 1 each + Premium of Rs. 1,459.50 each).

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares of the Company on Preferential basis shall be at a price of Rs. Rs. 1,460.50 each (Face Value of Re. 1 each + Premium of Rs. 1,459.50 each). Further, the Board of the Directors of the Company have considered the Fair Value of Equity Shares of Thriveni Pellets Private Limited as Rs. 550.59 each for the purpose of swapping of shares.

F. Amount which the Company intends to raise by way of such securities/size of the issue

Not applicable. The issue of Equity Shares is for non-cash consideration as a part of the consideration payable for the acquisition above.

G. Principal terms of assets charged as securities

Not Applicable

K. Time frame within which the preferential issue shall be completed

As required under the SEBI ICDR Regulations, as amended from time to time, the Equity Shares shall be allotted by the Company to Adler in dematerialized form within a period of 15 (fifteen) days from the later of (i) date of receipt of requisite shareholders' approval; or (ii) date of receipt of last of the approvals/ permission required for such allotment from any regulatory authority (including, but not limited to approval of the Competition Commission of India, and the in-principle approval of the Stock Exchanges for issuance of the Equity Shares).

L. Name of the Proposed Allottee and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner (if applicable)	Pre-Preferential Issue Equity Holding	No. of Equity share to be allotted	Post-Preferential Issue Equity Holding	Post-Preferential Issue of Equity Holding (assuming full conversion of 3,36,95,000 outstanding warrants which were allotted on 18 th and 25 th September, 2024)
Adler Industrial Services Private Limited	Non - Promoter	(a) Ashwini Kumar Vaishnav (b) Sunita Vaishnav (c) Rahul Vaishnav	16,20,000* (0.31%)	19,57,458	35,77,458 (0.68%)	35,77,458 (0.64%)

*As on 8th August, 2025

M. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation

The Company proposes to discharge the non-cash consideration payable for the acquisition of 49% Purchase Shares of TPPL from Adler by issuing 19,57,458 (Nineteen Lakh Fifty-Seven Thousand Four Hundred Fifty-Eight) Equity Shares to Adler, i.e., for consideration other than cash. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent registered valuer where securities are issued on a preferential basis for consideration other than cash.

The Valuation of Equity Shares has been done by PwC Business Consulting Services LLP, IBBI Registered Valuer- Securities or Financial Assets & Plant and Machinery being an Independent Registered Valuer having its Office at 252, Veer Savarkar Marg Shivaji Park, Dadar, Mumbai - 400 028.

H. Class or classes of persons to whom allotment is proposed to be made

The proposed preferential allotment of Equity Shares is made to Bodies Corporate belonging to non-promoters category.

I. Intention of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the preferential issue

None of the existing directors, promoters or key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

J. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

N. Change in control, if any in the Company that would occur consequent to the preferential offer

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

O. Lock-in Period

The aforesaid allotment of Equity Shares to Adler shall be locked-in as per Regulation 167 of Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI ICDR Regulations.

P. Shareholding pattern of the Company before and after the preferential issue

Sr. No.	Category	Pre Preferential Issue*		Post Preferential Issue of 19,57,458 Equity Shares		Post Preferential Issue of Equity Shares (assuming full conversion of 3,36,95,000 outstanding warrants which were allotted on 18 th and 25 th September, 2024)	
A	Promoters Holding						
1	Indian						
	Individual	3,57,21,720	6.79	3,57,21,720	6.76	5,07,21,720	9.02
	Bodies corporate	29,61,98,554	56.26	29,61,98,554	56.06	29,61,98,554	52.69
	Sub-total	33,19,20,274	63.05	33,19,20,274	62.82	34,69,20,274	61.72
2	Foreign Promoters	-	0.00	-	0.00	-	0.00
	Sub-total (A)	33,19,20,274	63.05	33,19,20,274	62.82	34,69,20,274	61.72
B	Non-promoters' holding						
	Institutional investors	2,23,00,727	4.24	2,23,00,727	4.22	2,43,00,727	4.32
	Non-institution						
	Private corporate bodies and LLP	10,74,41,161	20.41	10,93,98,619	20.70	11,50,05,619	20.46
	Indian public and HUF	5,93,29,430	11.27	5,93,29,430	11.23	6,80,17,430	12.10
	(Others (including NRIs, Clearing members, Trusts, Escrow account etc)	52,40,537	1.00	52,40,537	0.99	76,40,537	1.36
	Sub-total (B)	19,43,11,855	36.91	19,62,69,313	37.14	21,49,64,313	38.24
C	Non Promoter & Non Public	2,16,103	0.04	2,16,103	0.04	2,16,103	0.04
	GRAND TOTAL	52,64,48,232	100.00	52,84,05,690	100.00	56,21,00,690	100.00
* As on 8 th August, 2025							
Note: The Company had allotted 2,67,42,000 convertible warrants on 18 th September 2024 to Promoters and Non-Promoters, and an additional 1,00,53,000 convertible warrants on 25 th September 2024 to Non-Promoters, aggregating to a total allotment of 3,67,95,000 convertible warrants. Pursuant to the exercise of conversion rights, the Company allotted 31,00,000 Equity Shares on 12 th August 2025 to Non Promoters. Accordingly, these 31,00,000 Equity Shares have been included in the Pre-Preferential Issue shareholding above. As of the date of this note, 3,36,95,000 convertible warrants remain outstanding and are pending conversion.							

Q. Consequential Changes in the Voting Rights

Voting rights will change according to the change in the shareholding pattern mentioned above.

R. Certificate of a Practicing Company Secretary

The certificate issued by Mitesh Shah & Co. Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and shall be available for inspection by the members during the voting period. This certificate is also available on the website of the Company www.lloyds.in under "Investors" tab and can be accessed through the following link: <https://lloyds.in/investors/corporate-actions/>

S. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the period from 1st April 2025 till the date of this notice, the Company has made Preferential Allotment of 31,00,000 Equity Shares pursuant to conversion of warrants to 5 allottees belonging to Non-Promoters category of the Company at an Issue Price of Rs. 740 each (including a premium of Rs. 739 each) on 12th August, 2025. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2025-26 will not exceed the limit specified in the Act and rules made thereunder.

T. Listing

The Company will make an application to NSE and BSE on which the existing equity shares are presently listed, for listing of the Equity Shares that will be issued in the timeline prescribed under the applicable law.

U. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Adler Industrial Services Private Limited	Non- Promoter	Non- Promoter

V. Undertakings as to re-computation of price and lock-in of specified securities:

The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI ICDR Regulations, as amended where it is required to do so.

The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

W. Material terms of raising such securities

The Equity Shares shall be fully paid up and listed on the Stock Exchanges and rank pari- passu with the existing equity shares of the Company in all aspects, in accordance with the applicable laws, and shall be subject to the requirements of all applicable laws and to the provisions of the memorandum of association and articles of association of the Company.

X. Other disclosures

- (a) It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI ICDR Regulations and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI ICDR Regulations and hence providing disclosures specified in Schedule VI of SEBI ICDR Regulations does not arise.
- (b) The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.
- (c) The proposed Preferential Issue is not being made to any corporate incorporated in, or a national of a country which shares a land border with India.
- (d) The Company has obtained the Permanent Account Number (PAN) of Adler, before an application seeking in-principle approval is made by the Company to the Stock Exchanges where its equity shares are listed.
- (e) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of ICDR Regulations.
- (f) Adler has neither sold nor transferred any equity shares of the Company during the period of 90 (ninety) trading days preceding the Relevant Date.
- (g) This Preferential Issue is not ultra-vires to the provisions of the articles of association of the Company.

Y. Interest of the Promoters/ Directors

- (a) Thriveni Earthmovers Private Limited ("TEMPL") who is part of Promoter Group of the Company is also Promoter of Thriveni Pellets Private Limited and therefore TEMPL is concerned or interested in the resolution by virtue of its status as Promoter Group of the Company.
- (b) Mr. Balasubramanian Prabhakaran, the Promoter and Managing Director of the Company is Father of Mr. Prabhakaran Sooryanarayan, the Director of Thriveni Pellets Private Limited and therefore is concerned or interested in the resolution by virtue of his status as Promoter or his position as Director of the Company.

None of the other Promoters, Directors, Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members of the Company by way of Special Resolution is required to issue the Equity Shares through a preferential issue, on private placement basis. The issue of the Equity Shares pursuant to the Preferential Issue would be within the authorised share capital of the Company.

Accordingly, the Board believes that the proposed Preferential Issue is in the best interest of the Company and its members and, therefore, recommends the Special Resolution as set out in Item No. 07 of this Notice, for approval by the Members of the Company.

Except Mr. Balasubramanian Prabhakaran together with his relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 07 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 8

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder ("the Act") and Regulation 23 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended vide the SEBI Listing Regulations (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, all Related Party Transaction ("RPT") with an aggregate value exceeding Rs. 1,000 Crores or 10% of annual consolidated turnover of the Company (as per the last audited financial statements of the Company), whichever is lower, shall be a material related party transaction, and shall require approval of the Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm's length basis.

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. The said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Based on the recommendation of the Audit Committee and the Board of Directors of the Company ("the Board"), at their meeting held on 12th August, 2025 recommended for the approval of the Members of the Company RPT transactions between Lloyds Metals and Energy Limited ("the Company") and Thriveni Pellets Private Limited ("TPPL"), a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations.

The transactions by the Company with TPPL, for Financial Year 2025-26 are estimated to be Rs. 5,000 Crores (Rupees Five Thousand Crores only) and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related party transaction. Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

The Company is proposing to enter into related party transactions with TPPL for the Financial Year 2025-26, including the following operational engagements:

- (a) Sale of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and services including consultancy, business auxiliary, marketing and job working.
- (b) Purchase of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and related services including consultancy, business auxiliary, marketing and job working.
- (c) Offtake arrangement for products manufactured and provide/ receive performance guarantees related thereto.
- (d) Payment of conversion charges under tolling arrangements, where applicable
- (e) Recovery or payment of transportation and handling charges between entities; sharing of infrastructure and resources, including human resources and office facilities; and reimbursement of expenses paid or received.
- (f) Provision and receipt of services; subscription to equity shares; other business-related transactions; trading activities; and all related ancillary and incidental activities.
- (g) Purchase/Sale of Fixed Assets.

- (h) Inter-Corporate Loan/ Deposit / Corporate Guarantee and interest thereon.

The proposed related party transactions with TPPL for the Financial Year 2025-26 are in the ordinary course of business and at arm's length basis. These transactions are integral to meeting business requirements, fulfilling customer and operational commitments, optimizing costs, and leveraging synergies. Such arrangements support improved operational efficiency, effective resource allocation, and sustained growth, while advancing the Company's strategic and financial objectives. They are also essential for ensuring continuity of operations, optimal utilization of resources, and seamless supply chain management, and are in the best interest of the Company.

The Management has furnished all relevant details pertaining to the proposed related party transactions with TPPL to the Audit Committee, in accordance with the requirements under the Act and the Listing Regulations, including material terms, pricing rationale, and other necessary information. The Audit Committee, after careful review, has approved the said transactions and noted that they are in the ordinary course of business and will be conducted on an arm's length basis.

Pursuant to the approval granted by the Audit Committee, the Board of Directors recommends the resolution for the approval of the Members.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023 particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Thriveni Pellets Private Limited ("TPPL") Section 2(76)(iv) of the Act: a private company in which a director or manager or his relative is a member or director.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	(a) Mr. Balasubramanian Prabhakaran, the Managing Director and Promoter of Company is also a promoter of Thriveni Earthmovers Private Limited ("TEMPL") and currently holds 2298055 equity shares of TEMPL representing 30.04% of the equity share capital of TEMPL. TEMPL, which holds a 19.11% stake in the Company, is a member of the Promoter Group of Company and also a Promoter Shareholder of Thriveni Pellets Private Limited ("TPPL"). TEMPL holds 51% of the equity share capital of the TPPL and therefore, exercise control over the TPPL. (b) Mr. Prabhakaran Sooryanarayanan, Director of TPPL is the son of Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company. He does not directly hold any shares in the Company.
3.	Tenure of the proposed transaction	Recurring Nature of transactions and approval are sought for the Financial Year 2025-26
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: (a) Sale of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and services including consultancy, business auxiliary, marketing and job working. (b) Purchase of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and related services including consultancy, business auxiliary, marketing and job working. (c) Offtake arrangement for products manufactured and provide/ receive performance guarantees related thereto. (d) Payment of conversion charges under tolling arrangements, where applicable (e) Recovery or payment of transportation and handling charges between entities; sharing of infrastructure and resources, including human resources and office facilities; and reimbursement of expenses paid or received. (f) Provision and receipt of services; subscription to equity shares; other business-related transactions; trading activities; and all related ancillary and incidental activities. (g) Purchase/Sale of Fixed Assets. (h) Inter-Corporate Loan/ Deposit / Corporate Guarantee and interest thereon.

Sr. No.	Description / Particulars	Details / Remarks
		<p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 5,000 Crores (Rupees Five Thousand Crores only) for any given financial year on an annual basis</p> <p>Material Terms: Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract(s).</p>
5.	Any advance paid or received for the contract or arrangement, if any	Not Applicable
6.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 5,000 Crores (Rupees Five Thousand Crores only) for any given financial year on an annual basis.
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	73.82%
8.	Justification for the transaction	The Board thinks that these transactions are integral to meeting business requirements, fulfilling customer and operational commitments, optimizing costs, and leveraging synergies. Such arrangements support improved operational efficiency, effective resource allocation, and sustained growth, while advancing the Company's strategic and financial objectives. They are also essential for ensuring continuity of operations, optimal utilization of resources, and seamless supply chain management, and are in the best interest of the Company.
9.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(a) details of source of funds in connection with the proposed transaction.</p> <p>(b) Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments- nature of indebtedness, cost of funds and tenure.</p> <p>(c) Applicable terms, including covenants, tenure, interest rate an repayment schedule, whether secured or unsecured; if secured, the nature or security; and</p> <p>(d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>The Company may infuse Inter Corporate Deposit(s) in single or multiple tranches from its internal accruals.</p> <p>At present the Company has not incurred any financial indebtedness to make or give loans, inter-corporate deposits, advances or investment. The Company may in future incur the same in order to meet the business requirements.</p> <p>The financial assistance would be unsecured with repayment over a period running between one – five years from date of disbursement; however, the borrowing entity will have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.</p> <p>The financial assistance will carry interest at appropriate rates as per defined norms and regulations.</p> <p>The financial assistance will be utilized by the borrowing company for its business purposes including expansion, working capital requirements and other business purposes.</p>
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable.
11.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	<p>All important information forms part of the statement setting out material facts.</p> <p>The proposed related party transactions are in the ordinary course of business and are undertaken by the Company at arm's length and as per the applicable transfer pricing principles. The price paid for a product/service would be based on actual costs along with arm's length margin applied thereon in compliance with transfer pricing principles.</p>

In accordance with Regulation 23(4) of the Listing Regulations and the Act, the said related party transaction will require prior approval of the shareholders through an ordinary resolution. Accordingly, consent of the shareholders is sought for passing an ordinary resolution for approval of material related party transaction with TPPL.

Regulation 23(4) of the Listing Regulations provides that no related party shall vote to approve on such resolutions, therefore, none of the related parties shall vote to approve the said resolution.

The Board, recommends passing of this Ordinary Resolution as set out at **Item No. 08** of this notice, for your approval.

Except Mr. Balasubramanian Prabhakaran together with his relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 08 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 09

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (“the Act”) and Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended vide the SEBI Listing Regulations (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, all Related Party Transaction (“RPT”) with an aggregate value exceeding Rs. 1,000 Crores or 10% of annual consolidated turnover of the Company (as per the last audited financial statements of the Company), whichever is lower, shall be a material related party transaction, and shall require approval of the Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm’s length basis.

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. The said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis.

Based on the recommendation of the Audit Committee and the Board of Directors of the Company (“the Board”), at their meeting held on 12th August, 2025 recommended for the approval of the Members of the Company RPT transactions between Lloyds Metals and Energy Limited (“the Company”) and Thriveni Earthmovers and Infra Private Limited (“TEIL”), a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.

The transactions by the Company with TEIL, for Financial Year 2025-26 are estimated to be Rs. 4500 Crores (Rupees Four Thousand Five Hundred Crores Only) and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related

party transaction. Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

The Members of the Company, at their Annual General Meeting held on 2nd June, 2025, had approved certain related party transactions with TEIL. In view of subsequent business arrangements with TEIL, it is now proposed to enter into certain additional related party transactions, which shall be in addition to, and not in supersession of, the transactions previously approved.

The Company is proposing to enter into related party transactions with TEIL for the Financial Year 2025-26, including the following operational engagements:

- (a) Purchase and sale of fixed assets
- (b) Inter-Corporate Loan/ Deposit / Corporate Guarantee and interest thereon.

The proposed related party transactions with TEIL for the Financial Year 2025-26 are in the ordinary course of business and at arm’s length basis. TEIL, being a subsidiary of the Company with effect from 1st July, 2025, requires operational and financial support to ensure smooth integration and sustained growth. Entering into these transactions are aimed at optimizing resource utilization, enabling effective asset deployment, and providing timely financial assistance. These arrangements will be undertaken in the ordinary course of business and on an arm’s length basis, and are in the best interest of both the Company and TEIL.

The Management has furnished all relevant details pertaining to the proposed related party transactions with TEIL to the Audit Committee, in accordance with the requirements under the Act and the Listing Regulations, including material terms, pricing rationale, and other necessary information. The Audit Committee, after careful review, has approved the said transactions and noted that they are in the ordinary course of business and will be conducted on an arm’s length basis.

Pursuant to the approval granted by the Audit Committee, the Board of Directors recommends the resolution for the approval of the Members.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023 particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Thriveni Earthmovers and Infra Private Limited (“TEIL”) Section 2(76)(viii) of the Act: Subsidiary of the Company and Section 2(76)(iv) Public Company in which a Director or Manager or his relative is a Member or Director
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	<ol style="list-style-type: none"> 1. Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company Director is also Director in TEIL. 2. Mr. Ravi Agarwal, promoter of the Company and Son of Mr. Babulal Agarwal, Vice Chairman of the Company is also Director of TEIL. 3. Mr. Shreekrishna Gupta, Promoter of the Company and Son of Mr. Mukesh Gupta, Chairman of the Company is also Director of TEIL. 4. Mr. Prabhakaran Sooryanarayanan, Son of Mr. Balasubramanian Prabhakaran is also Director in TEIL. 5. Mr. Balasubramanian Karthikeyan, Brother of Mr. Balasubramanian Prabhakaran is also Director in TEIL.
3.	Tenure of the proposed transaction	Recurring Nature of transactions and approval are sought for the Financial Year 2025-26

Sr. No.	Description / Particulars	Details / Remarks
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>Nature of Contract or Arrangement:</p> <p>(a) Purchase and sale of fixed assets</p> <p>(b) Inter-Corporate Loan/ Deposit / Corporate Guarantee and interest thereon.</p> <p>Monetary value:</p> <p>The monetary value of the aggregate transaction(s) shall not exceed Rs. 4500 Crores (Rupees Four Thousand Five Hundred Crores Only).</p> <p>Material Terms:</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract(s).</p>
5.	Any advance paid or received for the contract or arrangement, if any	Not Applicable
6.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 4500 Crores (Rupees Four Thousand Five Hundred Crores Only) for any given financial year on an annual basis
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	66.45%
8.	Justification for the transaction	TEIL, being a subsidiary of the Company with effect from 1 st July, 2025, requires operational and financial support to ensure smooth integration and sustained growth. Entering into these transactions are aimed at optimizing resource utilization, enabling effective asset deployment, and providing timely financial assistance. These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both the Company and TEIL.
9.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(a) details of source of funds in connection with the proposed transaction.</p> <p>(b) Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments- nature of indebtedness, cost of funds and tenure.</p> <p>(c) Applicable terms, including covenants, tenure, interest rate an repayment schedule, whether secured or unsecured; if secured, the nature or security; and</p> <p>(d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>The Company may infuse Inter Corporate Deposit(s) in single or multiple tranches from its internal accruals.</p> <p>At present the Company has not incurred any financial indebtedness to make or give loans, inter-corporate deposits, advances or investment. The Company may in future incur the same in order to meet the business requirements.</p> <p>The financial assistance would be unsecured with repayment over a period running between one – five years from date of disbursement; however, the borrowing entity will have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.</p> <p>The financial assistance will carry interest at appropriate rates as per defined norms and regulations.</p> <p>The financial assistance will be utilized by the borrowing company for its business purposes including expansion, working capital requirements and other business purposes.</p>
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable.
11.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	<p>All important information forms part of the statement setting out material facts.</p> <p>The proposed related party transactions are in the ordinary course of business and are undertaken by the Company at arm's length and as per the applicable transfer pricing principles. The price paid for a product/service would be based on actual costs along with arm's length margin applied thereon in compliance with transfer pricing principles.</p>

In accordance with Regulation 23(4) of the Listing Regulations and the Act, the said related party transaction will require prior approval of the shareholders through an ordinary resolution. Accordingly, consent of the shareholders is sought for passing an ordinary resolution for approval of material related party transaction with TEIL.

Regulation 23(4) of the Listing Regulations provides that no related party shall vote to approve on such resolutions, therefore, none of the related parties shall vote to approve the said resolution.

The Board, recommends passing of this Ordinary Resolution as set out at **Item No. 09** of this notice, for your approval.

Except Mr. Balasubramanian Prabhakaran, Mr. Babulal Agarwal and Mr. Mukesh Gupta together with their relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 09 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 10

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder ("**the Act**") and Regulation 23 of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended vide the SEBI Listing Regulations (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, all Related Party Transaction ("**RPT**") with an aggregate value exceeding Rs. 1,000 Crores or 10% of annual consolidated turnover of the Company (as per the last audited financial statements of the Company), whichever is lower, shall be a material related party transaction, and shall require approval of the Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm's length basis.

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. The said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Based on the recommendation of the Audit Committee and the Board of Directors of the Company ("**the Board**"), at their meeting held on 12th August, 2025 recommended for the approval of the Members of the Company RPT transactions between Lloyds Metals and Energy Limited ("**the Company**") and Brahmani River Pellets Limited ("**BRPL**"), a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations.

The transactions by the Company with BRPL, for Financial Year 2025-26 are estimated to be Rs. 4,000 Crore (Rupees Four Thousand Crore only) and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related party transaction. Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

The Company is proposing to enter into related party transactions with BRPL for the Financial Year 2025-26, including the following operational engagements:

- (a) Sale of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and related services including consultancy, business auxiliary, marketing and job working.
- (b) Purchase of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and related services including consultancy, business auxiliary, marketing and job working.
- (c) Offtake arrangement for products manufactured and provide/ receive performance guarantees related thereto.
- (d) Payment of conversion charges under tolling arrangements, where applicable
- (e) Recovery or payment of transportation and handling charges between entities; sharing of infrastructure and resources, including human resources and office facilities; and reimbursement of expenses paid or received.
- (f) Provision and receipt of services; subscription to equity shares; other business-related transactions; trading activities; and all related ancillary and incidental activities.
- (g) Purchase/Sale of Fixed Assets.
- (h) Inter-Corporate Loan/ Deposit / Corporate Guarantee and interest thereon.

The proposed related party transactions with BRPL for the Financial Year 2025-26 are in the ordinary course of business and at arm's length basis. These transactions are essential for ensuring operational efficiency, business continuity, and strategic alignment between the entities. Entering into such transactions enables optimized resource utilization, cost efficiency, and value creation for the Company and its stakeholders. Accordingly, the transactions are in the best interests of the Company.

The Management has furnished all relevant details pertaining to the proposed related party transactions with BRPL to the Audit Committee, in accordance with the requirements under the Act and the Listing Regulations, including material terms, pricing rationale, and other necessary information. The Audit Committee, after careful review, has approved the said transactions and noted that they are in the ordinary course of business and will be conducted on an arm's length basis.

Pursuant to the approval granted by the Audit Committee, the Board of Directors recommends the resolution for the approval of the Members.

Information pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023 particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Brahmani River Pellets Limited ("BRPL") Section 2(76)(iv) of the Companies Act, 2013: a Public Company in which a Director or Manager or his relative is a Member or Director
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	(a) Mr. Balasubramanian Prabhakaran, the Managing Director and Promoter of Company is also a promoter of Thriveni Earthmovers Private Limited ("TEMPL") and currently holds 2298055 equity shares of TEMPL representing 30.04% of the equity share capital of TEMPL. TEMPL, which holds a 19.11% stake in the Company, is a member of the Promoter Group of Company and also a Promoter Shareholder of Thriveni Pellets Private Limited ("TPPL") which is a holding Company of BRPL. TEMPL holds 51% of the equity share capital of the TPPL and therefore, exercise control over the TPPL. (b) Mr. Prabhakaran Sooryanarayanan, Director of BRPL is the son of Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company
3.	Tenure of the proposed transaction	Recurring Nature of transactions and approval are sought for the Financial Year 2025-26
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: (j) Sale of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and related services including consultancy, business auxiliary, marketing and job working. (k) Purchase of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and related services including consultancy, business auxiliary, marketing and job working. (l) Offtake arrangement for products manufactured and provide/ receive performance guarantees related thereto. (m) Payment of conversion charges under tolling arrangements, where applicable (n) Recovery or payment of transportation and handling charges between entities; sharing of infrastructure and resources, including human resources and office facilities; and reimbursement of expenses paid or received. (o) Provision and receipt of services; subscription to equity shares; other business-related transactions; trading activities; and all related ancillary and incidental activities. (p) Purchase/Sale of Fixed Assets. (q) Inter-Corporate Loan/ Deposit / Corporate Guarantee and interest thereon. Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 4,000 Crores (Rupees Four Thousand Crores only) for any given financial year on an annual basis. Material Terms: Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract(s).
5.	Any advance paid or received for the contract or arrangement, if any	Not Applicable
6.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 4,000 Crores (Rupees Four Thousand Crores only) for any given financial year on an annual basis
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	59.06%
8.	Justification for the transaction	These transactions are essential for ensuring operational efficiency, business continuity, and strategic alignment between the entities. Entering into such transactions enables optimized resource utilization, cost efficiency, and value creation for the Company and its stakeholders. Accordingly, the transactions are in the best interests of the Company.

Sr. No.	Description / Particulars	Details / Remarks
9.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(a) details of source of funds in connection with the proposed transaction.</p> <p>(b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments- nature of indebtedness, cost of funds and tenure.</p> <p>(c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature or security; and</p> <p>(d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>The Company may infuse Inter Corporate Deposit(s) in single or multiple tranches from its internal accruals.</p> <p>At present the Company has not incurred any financial indebtedness to make or give loans, inter-corporate deposits, advances or investment. The Company may in future incur the same in order to meet the business requirements.</p> <p>The financial assistance would be unsecured with repayment over a period running between one – five years from date of disbursement; however, the borrowing entity will have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.</p> <p>The financial assistance will carry interest at appropriate rates as per defined norms and regulations.</p> <p>The financial assistance will be utilized by the borrowing company for its business purposes including expansion, working capital requirements and other business purposes.</p>
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable.
11.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	<p>All important information forms part of the statement setting out material facts.</p> <p>The proposed related party transactions are in the ordinary course of business and are undertaken by the Company at arm's length and as per the applicable transfer pricing principles. The price paid for a product/service would be based on actual costs along with arm's length margin applied thereon in compliance with transfer pricing principles.</p>

In accordance with Regulation 23(4) of the Listing Regulations and the Act, the said related party transaction will require prior approval of the shareholders through an ordinary resolution. Accordingly, consent of the shareholders is sought for passing an ordinary resolution for approval of material related party transaction with BRPL.

Regulation 23(4) of the Listing Regulations provides that no related party shall vote to approve on such resolutions, therefore, none of the related parties shall vote to approve the said resolution.

The Board, recommends passing of this Ordinary Resolution as set out at **Item No. 10** of this notice, for your approval.

Except Mr. Balasubramanian Prabhakaran together with his relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 11

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (**"the Act"**) and Regulation 23 of the Securities and Exchange Board of India (**"SEBI"**) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), as amended vide the SEBI Listing Regulations (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, all Related Party Transaction (**"RPT"**) with an aggregate value exceeding Rs. 1,000 Crores or 10% of annual consolidated turnover of the Company (as per the last audited financial statements of the Company), whichever is lower, shall be a material related party transaction, and shall require approval of the Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm's length basis.

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. The said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Based on the recommendation of the Audit Committee and the Board of Directors of the Company (**"the Board"**), at their meeting held on 12th August, 2025 recommended for the approval of the Members of the Company RPT transactions between Lloyds Metals and Energy Limited (**"the Company"**) and Proposed Subsidiary to be incorporated in Dubai, United Arab Emirates (**"Dubai Subsidiary"**), a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.

The transactions by the Company with Dubai Subsidiary, for Financial Year 2025-26 are estimated to be Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores Only) and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related party transaction. Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

The Company is proposing to enter into related party transactions with Dubai Subsidiary for the Financial Year 2025-26, including the following operational engagements:

- Sale of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products/commodities related and services including consultancy, business auxiliary, marketing and job working.

- (b) Purchase of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products and related services including consultancy, business auxiliary, marketing and job working.
- (c) Recovery or payment of transportation and handling charges between entities; sharing of infrastructure and resources, including human resources and office facilities; and reimbursement of expenses paid or received.
- (d) Provision and receipt of services; subscription to equity shares; other business-related transactions; trading activities; and all related ancillary and incidental activities.
- (e) Purchase/Sale of Fixed Assets.
- (f) Inter-Corporate Loan/ Deposit / Corporate Guarantee and interest thereon.
- (g) Purchase and Sale of Minerals/Metals

The proposed related party transactions with Dubai Subsidiary for the Financial Year 2025-26 are in the ordinary course of business and at arm's length basis. The proposed related party transactions with the wholly owned subsidiary are intended to facilitate seamless business operations, optimize resource utilization, and strengthen synergies within the group. These arrangements will enable efficient supply chain management, effective asset deployment, and timely access to financial assistance. Accordingly, the transactions are in the best interests of the Company.

The Management has furnished all relevant details pertaining to the proposed related party transactions with Dubai Subsidiary to the Audit Committee, in accordance with the requirements under the Act and the Listing Regulations, including material terms, pricing rationale, and other necessary information. The Audit Committee, after careful review, has approved the said transactions and noted that they are in the ordinary course of business and will be conducted on an arm's length basis.

Pursuant to the approval granted by the Audit Committee, the Board of Directors recommends the resolution for the approval of the Members.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 and SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July, 2023 particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Proposed Subsidiary to be incorporated in Dubai, United Arab Emirates (" Dubai Subsidiary ") Section 2(76)(viii) of the Act: Subsidiary of the Company
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	1. Mr. Shreekrishna Gupta, Promoter of the Company and Son of Mr. Mukesh Gupta, Chairman of the Company is also Proposed Director to be appointed in Dubai Subsidiary. 2. Mr. Prabhakaran Sooryanarayanan, Son of Mr. Balasubramanian Prabhakaran is also Proposed Director to be appointed in Dubai Subsidiary.
3.	Tenure of the proposed transaction	Recurring Nature of transactions and approval are sought for the Financial Year 2025-26
4.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: (a) Sale of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products related and services including consultancy, business auxiliary, marketing and job working. (b) Purchase of Iron ore, High-grade iron ore fines, Low-grade iron ore fines, Iron ore pellets, Beneficiated iron ore concentrate and other products/commodities and related services including consultancy, business auxiliary, marketing and job working. (c) Recovery or payment of transportation and handling charges between entities; sharing of infrastructure and resources, including human resources and office facilities; and reimbursement of expenses paid or received. (d) Provision and receipt of services; subscription to equity shares; other business-related transactions; trading activities; and all related ancillary and incidental activities. (e) Purchase/Sale of Fixed Assets. (f) Inter-Corporate Loan/ Deposit / Corporate Guarantee and interest thereon. (g) Purchase and Sale of Minerals/Metals Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores Only). Material Terms: Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract(s).
5.	Any advance paid or received for the contract or arrangement, if any	Not Applicable
6.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores Only) for any given financial year on an annual basis

Sr. No.	Description / Particulars	Details / Remarks
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2024-25)	22.14%
8.	Justification for the transaction	The proposed related party transactions with the wholly owned subsidiary are intended to facilitate seamless business operations, optimize resource utilization, and strengthen synergies within the group. These arrangements will enable efficient supply chain management, effective asset deployment, and timely access to financial assistance. Accordingly, the transactions are in the best interests of the Company.
9.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(a) details of source of funds in connection with the proposed transaction.</p> <p>(b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments- nature of indebtedness, cost of funds and tenure.</p> <p>(c) Applicable terms, including covenants, tenure, interest rate an repayment schedule, whether secured or unsecured; if secured, the nature or security; and</p> <p>(d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>The Company may infuse Inter Corporate Deposit(s) in single or multiple tranches from its internal accruals.</p> <p>At present the Company has not incurred any financial indebtedness to make or give loans, inter-corporate deposits, advances or investment. The Company may in future incur the same in order to meet the business requirements.</p> <p>The financial assistance would be unsecured with repayment over a period running between one – five years from date of disbursement; however, the borrowing entity will have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.</p> <p>The financial assistance will carry interest at appropriate rates as per defined norms and regulations.</p> <p>The financial assistance will be utilized by the borrowing company for its business purposes including expansion, working capital requirements and other business purposes.</p>
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable.
11.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	<p>All important information forms part of the statement setting out material facts.</p> <p>The proposed related party transactions are in the ordinary course of business and are undertaken by the Company at arm's length and as per the applicable transfer pricing principles. The price paid for a product/service would be based on actual costs along with arm's length margin applied thereon in compliance with transfer pricing principles.</p>

In accordance with Regulation 23(4) of the Listing Regulations and the Act, the said related party transaction will require prior approval of the shareholders through an ordinary resolution. Accordingly, consent of the shareholders is sought for passing an ordinary resolution for approval of material related party transaction with Dubai Subsidiary.

Regulation 23(4) of the Listing Regulations provides that no related party shall vote to approve on such resolutions, therefore, none of the related parties shall vote to approve the said resolution.

The Board, recommends passing of this Ordinary Resolution as set out at **Item No. 11** of this notice, for your approval.

Except Mr. Balasubramanian Prabhakaran, Mr. Babulal Agarwal and Mr. Mukesh Gupta together with his immediate relative(s) none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 11 of the notice except to the extent of their shareholding in the Company.

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

Akshay Vora
Company Secretary
Membership No.: ACS43122

Date: 12th August, 2025

Place: Mumbai

Registered Office:

Plot No: A 1-2, MIDC Area, Ghugus, District
Chandrapur – 442505, Maharashtra, India.

CIN: L40300MH1977PLC019594

E-mail : investor@lloyds.in

Website : www.lloyds.in

ANNEXURE TO THE NOTICE DATED 12TH AUGUST, 2025

Particulars of the Directors seeking Appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):



Mr. Sujit Kumar Varma
Independent Director

Particulars	Details
Age	64
Nationality	Indian
Qualifications	(a) Bachelor of Arts (Honours) (b) Certified Associate of the Indian Institute of Banking & Finance (IIBF), Mumbai (c) Executive Program for Banking and Financial Sector (EPBFS) from the Indian Institute of Management (IIM), Ahmedabad, India
Expertise in functional area	Mr. Sujit Kumar Varma brings extensive expertise in Credit and Risk Management, Trade Finance, Compliance, and both Retail and International Banking. He has a strong track record of leading diverse banking functions and driving strategic growth. His deep understanding of financial systems supports robust governance and operational excellence.
Date of first appointment on the Board	12 th August, 2025 (as an Additional Director, designated as Non-Executive, Independent Director)
Date of re- appointment by the Members	Not Applicable
Number of Equity Shares held in the Company as on the date of the Notice	Nil
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on the date of notice of EGM	A. Unlisted Company: 1. Tata Capital Limited 2. Tata Capital Housing Finance Limited 3. L & T Metro Rail (Hydrebada) Limited B. Listed Company: 1. Uflex Limited 2. Prime Securities Limited 3. Tata Communications Limited
Listed companies from which he has resigned in the past three years	Waaree Energies Limited
Chairmanship/Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on the date of Postal Ballot notice	Listed Companies: A. Uflex Limited 1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member 3. Risk Management Committee - Member B. Prime Securities Limited 1. Risk Management Committee - Chairman 2. Stakeholders' Relationship Committee - Chairman 3. Nomination & Remuneration Committee - Member 4. CSR Committee - Member

Particulars	Details
	<p>Public Companies:</p> <p>A. Tata Capital Limited</p> <ol style="list-style-type: none"> Investment Credit Committee - Chairman Audit Committee (Member) Nomination & Remuneration Committee - Member ITSC- Member Special Committee for Monitoring & Follow Up of cases of Frauds- Member <p>B. Tata Capital Housing Finance Limited</p> <ol style="list-style-type: none"> Audit Committee - Chairman Lending Committee - Chairman Nomination & Remuneration Committee - Member ITSC - Member Working Committee - Member Review Committee for Identification of Wilful Defaulters - Member <p>C. L & T Metro Rail (Hyderabad) Limited</p> <ol style="list-style-type: none"> Audit Committee – Member Risk Management Committee - Chairman <p>D. Tata Communication Limited</p> <ol style="list-style-type: none"> Audit Committee – Member
Entities from which the person has resigned in the past three (3) years	<ol style="list-style-type: none"> Waaree Energies Limited Evyavan Assets Management Limited Capri Global Asset Reconstruction Private Limited Tata Pension Fund Management Private Limited Evyavan Capital Advisors Limited
Number of Board Meetings attended during the Financial Year 2025-26 upto the date of this Notice	Nil
Inter-se relationships between <ul style="list-style-type: none"> Directors Key Managerial Personnel 	There is no inter-se relationship between Mr. Sujit Kumar Varma and other Director's / Manager/ Key Managerial Personnel of the Company.
Remuneration Last drawn (<i>Financial Year 2024-25</i>)	Nil
Details of proposed remuneration	Sitting fees as approved by the Board of Directors/Members in accordance with the applicable provisions of law. The detailed criteria are available in the Nomination and Remuneration Policy
Key Terms and conditions of appointment	As per the resolution in Item no. 1 of this Notice, read with the explanatory statement thereto.
Skills and capabilities required for the role and the manner in which the proposed director meets such requirements	As per the resolution in Item no. 1 of this Notice, read with the explanatory statement thereto.

**Mr. Sujit Kumar Varma was appointed on 12th August, 2025 as an Additional Director, designated as Non-Executive, Independent Director*



Dr. Anita Shantaram
Independent Director

Particulars	Details
Age	57
Nationality	Indian
Qualifications	(a) Ph.D. in Business Ethics from BITS Pilani – 2015 (b) Post Graduate in Industrial Psychology (c) Certified as 'Leading Professional in Ethics and Compliance' by Ethics & Compliance Initiative (USA)(e)
Expertise in functional area	Dr. Anita Shantaram specializes in Business Ethics, Corporate Governance, Compliance, and Risk Management, with over 30 years of experience in training and advisory roles. She has led 1800+ workshops and developed online certification programs in GRACE (Governance, Risk Assurance, Compliance, and Ethics). Her expertise also includes Ethics Audits and setting up Ethics & Compliance programs for organizations.
Date of first appointment on the Board	12 th August, 2025 (as an Additional Director, designated as Non-Executive, Independent Director)
Date of re- appointment by the Members	Not Applicable
Number of Equity Shares held in the Company as on the date of the Notice	Nil
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on the date of notice of EGM	A. Unlisted Companies: 1. Gujarat Insecticides Limited 2. BSA Corporation Limited 3. Abans Jewels Limited B. Listed Companies: 1. Abans Enterprises Limited 2. Bharat Wire Ropes Limited 3. Phoenix Township Limited 4. Responsive Industries Limited
Listed companies from which she has resigned in the past three years	Nil
Chairmanship/Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on the date of Postal Ballot notice	Listed Companies: A. Abans Enterprise Limited 1. Audit Committee – Member 2. Stakeholders' Relationship Committee – Member 3. Nomination and Remuneration Committee – Member B. Bharat Wire Ropes Limited 1. Audit Committee – Member 2. Stakeholders' Relationship Committee – Member 3. Nomination and Remuneration Committee – Member 4. Risk management Committee – Member 5. Corporate Social Responsibility Committee - Member

Particulars	Details
	<p>C. Responsive Industries Limited</p> <ol style="list-style-type: none"> 1. Stakeholders' Relationship Committee – Member 2. Nomination and Remuneration Committee – Member 3. Corporate Social Responsibility Committee - Member <p>D. Phoenix Township Limited</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Nomination & Remuneration Committee - Member <p>Unlisted Company:</p> <p>A. BSA Corporation Limited</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Nomination & Remuneration Committee - Member 3. Corporate Social Responsibility Committee – Member
Entities from which the person has resigned in the past three (3) years	Nil
Number of Board Meetings attended during the Financial Year 2025-26 upto the date of this Notice	Nil*
Inter-se relationships between <ul style="list-style-type: none"> • Directors • Key Managerial Personnel 	There is no inter-se relationship between Mr. Sujit Kumar Varma and other Director's / Manager/ Key Managerial Personnel of the Company.
Remuneration Last drawn (<i>Financial Year 2024-25</i>)	Nil
Details of proposed remuneration	Sitting fees as approved by the Board of Directors/Members in accordance with the applicable provisions of law. The detailed criteria are available in the Nomination and Remuneration Policy
Key Terms and conditions of appointment	As per the resolution in Item no. 2 of this Notice, read with the explanatory statement thereto.
Skills and capabilities required for the role and the manner in which the proposed director meets such requirements	As per the resolution in Item no. 2 of this Notice, read with the explanatory statement thereto.

*Ms. Anita Shantaram was appointed on 12th August, 2025 as an Additional Director, designated as Non-Executive, Independent Director.



Mr. Shabbirhusein Shaikhadam Khandwawala
Non-Executive Director

Particulars	Details
Age	75 Years
Nationality	Indian
Qualifications	Master of Science degree in Organic Chemistry
Expertise in functional area	Mr. Shabbirhusein Shaikhadam Khandwawala's expertise spans law enforcement, security, governance, and intelligence. With extensive experience in the Indian Police Service, he has excelled in managing security, vigilance, and anti-corruption efforts, particularly in high-profile sectors like cricket. His proficiency also extends to human resources development, man management, and corporate governance.
Date of first appointment on the Board	18 th December, 2024 (as an Additional Director, designated as Non-Executive, Independent Director)
Date of re- appointment by the Members	-
Number of Equity Shares held in the Company as on the date of the Notice	Nil
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on the date of notice of EGM	Nil
Listed companies from which he has resigned in the past three years	Nil
Chairmanship/Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on the date of Postal Ballot notice	Nil
Entities from which the person has resigned in the past three (3) years	Nil
Number of Board Meetings attended during the Financial Year 2025-26 upto the date of this Notice	2
Inter-se relationships between <ul style="list-style-type: none"> Directors Key Managerial Personnel 	There is no inter-se relationship between Mr. Kandwawala and other Director's /Manager/ Key Managerial Personnel of the Company.
Remuneration Last drawn (Financial Year 2024-25)	Nil
Details of proposed remuneration	Sitting fees as approved by the Board of Directors/Members in accordance with the applicable provisions of law and eligible to grant, issue, and/or allow the exercise of Employee Stock Options under any employee stock option scheme of the Company as may be approved and implemented from time to time, subject to the applicable provisions of law, including the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and such terms and conditions as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company. The detailed criteria are available in the Nomination and Remuneration Policy
Key Terms and conditions of appointment	As per the resolution in Item No. 3 of this Notice, read with the explanatory statement thereto.
Skills and capabilities required for the role and the manner in which the proposed director meets such requirements	As per the resolution in Item No. 3 of this Notice, read with the explanatory statement thereto.

SUMMARIZED INFORMATION AT GLANCE

Particulars	Details
Day, Date and Time of EGM	Thursday, 11 th September, 2025 at 11:30 A.M.
Venue / Mode	Through Video Conferencing/Other Audio Visual Means
Cut-off date for e-Voting	Thursday, 4 th September, 2025
E-voting start date and time	Monday, 8 th September, 2025 at 09:00 A.M.
E-voting end time and date	Wednesday, 10 th September, 2025 at 05:00 P.M.
E-voting website links (please use as applicable)	https://eservices.nsdl.com https://web.cdslindia.com/myeasitoken/Home/Login
E-voting Event Number (EVEN)	135248
Weblink for temporary registration to receive EGM Notice and credentials for E-voting / EGM	https://www.bigshareonline.com/InvestorRegistration.aspx
Contact Details of RTA	Bigshare Services Private Limited Office No S6-2, 6 th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 Tel. Number: 022-6263 8200 Email ID: investor@bigshareonline.com Website : www.bigshareonline.com
Contact Details of the Company	Akshay Vora Company Secretary & Compliance Officer Lloyds Metals and Energy Limited Plot No: A 1-2, MIDC Area, Ghugus, District Chandrapur – 442505, Maharashtra, India. Tel. No.: +91-022-62918111 E-mail : investor@lloyds.in Website : www.lloyds.in
