

## LLOYDS METALS AND ENERGY LIMITED

**Regd. Office and Works** : Plot No: A 1-2, MIDC Area, Ghugus, District Chandrapur – 442505, Maharashtra, India.

**Corporate Office** : A-2, 2<sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, India. **Tel.:** +91-22-62918111

**Website:** www.lloyds.in | **CIN:** L40300MH1977PLC019594 | **Email:** investor@lloyds.in

### POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”) read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs (“**MCA**”), Government of India, from time to time

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 31 <sup>st</sup> March, 2026	Wednesday, 29 <sup>th</sup> April, 2026

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 and any other applicable law, 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), to transact the below mentioned proposed special businesses by the Members of the Lloyds Metals and Energy Limited (“**the Company**”) (as on the Cut-off Date) by passing resolutions through postal ballot (“**Postal Ballot**”) by way of remote e-voting only (“**e-voting / remote e-voting**”).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Bigshare Services Private Limited, the Company’s Registrar to an Issue and Share Transfer Agent (“**RTA**”) / National Securities Depository Limited (“**NSDL**”) and/or Central Depository Services (India) Limited (“**CDSL**”), (NSDL and CDSL collectively “**Depositories**”). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The communication of the assent or dissent of the Members would take place only through the remote e-voting. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.lloyds.in/investors/shareholders-information/](http://www.lloyds.in/investors/shareholders-information/).

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in the ‘Notes’ section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming

part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Wednesday, 29<sup>th</sup> April, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

#### SPECIAL BUSINESS

##### 1. 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** pursuant to Regulation 2(1)(zc), 23(4) 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**”), subsidiary of Lloyds Metals and Energy Limited (“**the Company**”) and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and TEIL, for an aggregate value of up to Rs. 15,820 Crore (Rupees Fifteen Thousand Eight Hundred and Twenty Crore Only) and the said approval shall remain valid for a period of 1 (One) year from the date of passing of this resolution, 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 and to settle any question 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** 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.”

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

Akshay Vora  
**Company Secretary**  
Membership No.: ACS43122

Date: 26<sup>th</sup> March, 2026  
Place: Mumbai

**Registered Office:**

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

**CIN:** L40300MH1977PLC019594

**E-mail :** [investor@lloyds.in](mailto:investor@lloyds.in)

**Website :** [www.lloyds.in](http://www.lloyds.in)

**Notes:**

1. The relevant explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act and Rules 20 and 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circular, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on Friday, 27<sup>th</sup> March, 2026 (“**cut-off date**”) and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
5. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations and MCA Circulars, 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 National Securities Depository Limited (“**NSDL**”) for facilitating e-voting to enable the Members to cast their votes electronically.
6. The remote e-voting shall commence on Tuesday, 31<sup>st</sup> March, 2026 at 9:00 A.M. (IST) and shall end on Wednesday, 29<sup>th</sup> April, 2026 at 5:00 P.M. (IST) During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. The detailed procedure with respect to remote e-voting is mentioned in note after Note No. 13 of this Notice.
8. The vote in this Postal Ballot cannot be exercised through proxy
9. 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**”).
10. Those Members whose email IDs are not registered can get their Email ID registered as follows:
  - a. Members holding shares in de-mat form can get their E-mail ID registered by contacting their respective Depository Participant.
  - b. Members holding shares in physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “Bigshare Services Private Limited” on their email id [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or by sending the duly filled in e-communication registration form enclosed with this Notice to our RTA on their email id [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
11. A copy of this Notice is also available on the website of the Company at [www.lloyds.in](http://www.lloyds.in) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (“**BSE**”) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“**NSE**”) at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited (“**NSDL**”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement, all the material documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Tuesday, 31<sup>st</sup> March, 2026 to Wednesday, 29<sup>th</sup> April, 2026 basis the request being sent on [investor@lloyds.in](mailto:investor@lloyds.in) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
13. The results declared along with the Scrutiniser’s Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, where the shares of the Company are listed and shall be placed on the Company’s website [www.lloyds.in](http://www.lloyds.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately.

**THE INSTRUCTIONS FOR REMOTE E-VOTING (ELECTRONIC VOTING) 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 Securities and Exchange Board of India (“SEBI”) circular dated 09<sup>th</sup> 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="730 1144 1209 1430" style="text-align: center; border: 1px solid black; padding: 5px;"> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk Details
NSDL	Email: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> / Tel.: 022 - 4886 7000
CDSL	Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> / Tel.: 1800 22 55 33

**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?**

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- (c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**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.

**Process for those Members whose email addresses are not registered with the Depositories for procuring User ID and Password for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by email to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile No. and email address correctly in their demat account in order to access e-voting facility.

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Asst. Vice President – NSDL or Mr. Amit Vishal, Deputy Vice-President – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
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).
5. The Board of Directors has appointed Mr. Mitesh Shah (Membership No.: F10070) from Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH104700), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

**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:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@lloyds.in](mailto:investor@lloyds.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@lloyds.in](mailto:investor@lloyds.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
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, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.

## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”)

The following statement sets out all the material facts relating the Resolution No. 1 to be passed as mentioned in the accompanying Notice:

### Item No.1:

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (“the Act”) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm’s length basis.

As per the Listing Regulations, where the annual consolidated turnover exceeds Rs. 20,000 crore, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% (Ten Percent) of the annual consolidated turnover of the listed entity. Accordingly, the materiality threshold for seeking shareholders’ approval for related party transactions of the Company is Rs. 672.14 Crore.

The said limits are applicable even if the transactions are in the ordinary course of business and at an arm’s length basis. Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction (“RPT”) includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

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 13<sup>th</sup> March, 2026 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.

### Background, details and benefits of the transaction

The Company holds 75.62% of the paid-up share capital of TEIL, thereby making TEIL a subsidiary of the Company. TEIL is engaged in the business of mining and providing mining-related services. In the ordinary course of business, the Company avails such services from TEIL for its mining operations. Considering the operational interdependence and integrated nature of activities, the Company and TEIL enter into various Related Party Transactions (“RPTs”) from time to time.

The Company is proposing to enter into related party transactions with TEIL for the Financial Year 2026-27, including the following operational engagements:

- (a) Purchase of Goods, including raw materials, finished goods, and consumables
- (b) Sale of Goods, including manufactured and traded products
- (c) Availing of Services, including technical, professional, administrative, and support services
- (d) Rendering of Services, including technical, professional, administrative, and support services
- (e) Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses
- (f) Purchase of Assets, including tangible and intangible assets
- (g) Sale / Transfer of Assets, including tangible and intangible assets
- (h) Loans and Advances, including inter-corporate deposits
- (i) Interest on Loans and Advances
- (j) Providing / Giving of Guarantees, Securities or Indemnities
- (k) Guarantee Commission / Fees

The aforesaid transactions by the Company with TEIL, for Financial Year 2026-27 are estimated to be Rs. 15,820 Crore (Rupees Fifteen Thousand Eight Hundred and Twenty 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 arrangement enables the Company to leverage TEIL’s expertise in mining and related services, ensuring efficient, safe and cost-effective execution of its operations. It leads to improved operational efficiency, better resource utilization and enhanced coordination across business functions. The integrated structure also facilitates economies of scale, streamlined processes and reduced reliance on external parties. Additionally, financial and resource-sharing arrangements support effective fund management and operational continuity. Overall, these transactions strengthen business synergies and contribute to long-term value creation for the Company and its stakeholders.

Further, TEIL, being a subsidiary of the Company requires operational and financial support to ensure smooth integration and sustained growth. 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 provided the Audit Committee with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with TEIL, for an aggregate value upto Rs. 15,820 Crore (Rupees Fifteen Thousand Eight Hundred and Twenty Crore Only) during FY2026-27. The Audit Committee has noted that the said transactions with TEIL will be in the ordinary course of business of the Company and at an arm’s length basis.

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

Details of the proposed RPTs between the Company and TEIL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated 30<sup>th</sup> January, 2026, read with SEBI circular dated 26<sup>th</sup> June, 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No.	Particulars of the information	Information provided by the management																		
<b>Part A: Minimum information of the proposed RPT</b>																				
<b>A(1) Basic details of the related part</b>																				
1.	Name of the related party	Thriveni Earthmover and Infra Private Limited (“TEIL”)																		
2.	Country of incorporation of the related party	India																		
3.	Nature of business of the related party	Providing mining contract services, exploration, excavation and transportation of minerals and associated waste materials with them, including early-stage mine development, licensing which may help in getting a share of mining rights, and carrying on the business of bulk material extraction and transportation and similar nature, and refurbishing equipment.																		
<b>A(2) Relationship and ownership of the related party</b>																				
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following:	Lloyds Metals and Energy Limited (“the Company”) holds 75.62% of the paid-up share capital of TEIL and, accordingly, TEIL qualifies as a subsidiary of the Company.																		
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity, whether direct or indirect, in the related party.</li> </ul>	The Company holds 75.62% of the paid-up share capital of TEIL																		
	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</li> </ul>	Not Applicable																		
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity</li> </ul>	Not Applicable																		
<b>A(3) Details of previous transactions with the related party</b>																				
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Details of the transactions by LMEL with TEIL: <table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th style="background-color: #800000; color: white;">Sr. No.</th> <th style="background-color: #800000; color: white;">Nature of transaction for FY25</th> <th style="background-color: #800000; color: white;">Amount (Rs. in crore)</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;">Nil</td> <td></td> </tr> </tbody> </table> TEIL became the subsidiary of the Company with effect from 01 <sup>st</sup> July, 2025	Sr. No.	Nature of transaction for FY25	Amount (Rs. in crore)		Nil													
Sr. No.	Nature of transaction for FY25	Amount (Rs. in crore)																		
	Nil																			
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th style="background-color: #800000; color: white;">Sr. No.</th> <th style="background-color: #800000; color: white;">Nature of transaction for FY26</th> <th style="background-color: #800000; color: white;">Amount (Rs. in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of goods or services</td> <td style="text-align: right;">1,594.20</td> </tr> <tr> <td>2.</td> <td>Investment</td> <td style="text-align: right;">70.00</td> </tr> <tr> <td>3.</td> <td>Loan with Interest</td> <td style="text-align: right;">450.08</td> </tr> <tr> <td>4.</td> <td>Corporate Guarantee</td> <td style="text-align: right;">3,028.59</td> </tr> <tr> <td colspan="2" style="text-align: right;"><b>Total</b></td> <td style="text-align: right;"><b>5,142.88</b></td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (Rs. in crore)	1.	Purchase of goods or services	1,594.20	2.	Investment	70.00	3.	Loan with Interest	450.08	4.	Corporate Guarantee	3,028.59	<b>Total</b>		<b>5,142.88</b>
Sr. No.	Nature of transaction for FY26	Amount (Rs. in crore)																		
1.	Purchase of goods or services	1,594.20																		
2.	Investment	70.00																		
3.	Loan with Interest	450.08																		
4.	Corporate Guarantee	3,028.59																		
<b>Total</b>		<b>5,142.88</b>																		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No																		

Sr. No.	Particulars of the information	Information provided by the management	
<b>A(4) Amount of the proposed transactions (All types of transactions taken together)</b>			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:	
		<b>Sr. No.</b>	<b>Nature of transaction</b>
		<b>Amount (Rs. in crore)</b>	
		1.	Purchase of Goods, including raw materials, finished goods, and consumables
		2.	Sale of Goods, including manufactured and traded products
		3.	Availing of Services, including technical, professional, administrative, and support services
		4.	Rendering of Services, including technical, professional, administrative, and support services
		5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses
		6.	Purchase of Assets, including tangible and intangible assets
		7.	Sale / Transfer of Assets, including tangible and intangible assets
		8.	Loans and Advances, including inter-corporate deposits
		9.	Interest on Loans and Advances
		10.	Providing / Giving of Guarantees, Securities or Indemnities
		11.	Guarantee Commission / Fees
		<b>Total</b>	<b>15820</b>
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)	
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.	The value of the proposed transaction is 235.37% of Company’s annual consolidated turnover of Rs. 6721.4 Crore for FY 2024-25.	
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The value of the proposed transaction is 1604734.34% of TEIL’s annual consolidated turnover of Rs. 0.99 Crore for FY 2024-25.	
6.	Financial performance of the related party for the immediately preceding financial year.	<b>Particulars</b>	<b>For FY 2024-25 Amount (Rs. in crore)</b>
		Turnover	0
		Profit After Tax	-3.72
		Net worth	596.73

Sr. No.	Particulars of the information	Information provided by the management		
<b>A(5) Basic details of proposed transactions to be approved</b>				
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Sr. No.</b>	<b>Nature of transaction</b>	<b>Amount (Rs. in crore)</b>
		1.	Purchase of Goods, including raw materials, finished goods, and consumables	500
		2.	Sale of Goods, including manufactured and traded products	500
		3.	Availing of Services, including technical, professional, administrative, and support services	5,000
		4.	Rendering of Services, including technical, professional, administrative, and support services	250
		5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	250
		6.	Purchase of Assets, including tangible and intangible assets	500
		7.	Sale / Transfer of Assets, including tangible and intangible assets	500
		8.	Loans and Advances, including inter-corporate deposits	2,000
		9.	Interest on Loans and Advances	200
		10.	Providing / Giving of Guarantees, Securities or Indemnities	6,000
		11.	Guarantee Commission / Fees	120
		<b>Total</b>	<b>15820</b>	
2.	Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and TEIL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.</p> <p>These include:</p> <ul style="list-style-type: none"> <li>(i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products;</li> <li>(ii) availing and rendering of various services such as technical, professional, administrative and support services;</li> <li>(iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses;</li> <li>(iv) purchase, sale or transfer of tangible and intangible assets;</li> <li>(v) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and</li> <li>(vi) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable.</li> </ul> <p>All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</p>		
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 (One) Year from the date of passing of this resolution.		
4.	Whether omnibus approval is being sought?	Yes		
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	<p>Rs. 15820 Crore (Rupees Fifteen Thousand Eight Hundred and Twenty Crore Only).</p> <p>As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.</p>		

Sr. No.	Particulars of the information	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>The RPT's are in the interest of the Company as they enable it to leverage the operational expertise and capabilities of TEIL in the mining and related services domain, thereby ensuring efficient and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms.</p> <p>Further, the integrated business model between the Company and TEIL results in operational synergies, improved resource utilization and cost efficiencies, while minimizing dependency on external third parties. The financial transactions, including loans, advances and guarantees, facilitate effective fund management and support business continuity and growth.</p> <p>Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>(a) Name of the director / KMP</p> <p>(b) Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Balasubramanian Prabhakaran, Managing Director of the Company is the Chairman &amp; Director of TEIL</p> <p>Nil</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil
<b>Part B : Additional Information</b>		
<b>B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services.</p> <p>Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient</p>
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3.	<p>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <p>(a) Amount of trade advance</p> <p>(b) Tenure</p> <p>(c) Whether same is self-liquidating?</p>	<p>Nil</p> <p>Not Applicable</p>
<b>B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</b>		
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	<p>Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:</p> <p>(a) Nature of indebtedness</p> <p>(b) Total cost of borrowing</p> <p>(c) Tenure</p> <p>(d) Other Details</p>	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to arm's length principles to ensure fairness and compliance and the same shall be disclosed appropriately as and when required..

Sr. No.	Particulars of the information	Information provided by the management
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Interest rate of borrowing is in the range of 6.50 to 12.00% per annum as on 31 <sup>st</sup> December, 2025.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The proposed rate of interest to be charged is in the range of 8.50% to 16.00% per annum
5.	Maturity / due date	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.
6.	Repayment schedule & terms	Repayable on demand, as and when called upon.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The Funds will be utilized for general business and operational requirements.

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

1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	TEIL, being a subsidiary of the Company, requires operational and financial support to ensure smooth integration and sustained growth.  The guarantee/ security/ indemnity is proposed to be provided to support the financial and operational requirements of the subsidiary, enabling it to avail credit/ financial facilities on commercially viable terms and ensure smooth conduct of its business operations.  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 TEIPL.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed.
2.	Material covenants of the proposed transaction including:	Not Applicable
	(i) commission, if any to be received by the listed entity or its subsidiary	The Company receives 1% per annum on the principle outstanding.
	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The Company holds 75.62% equity stake in the concerned entity and exercises operational control over its affairs.  The borrowings of the said entity are primarily secured by charges on its movable and immovable assets and are further supported by a corporate guarantee issued by the Company.  Based on the current financial position and projections, the entity is expected to meet its financial obligations as they fall due, and accordingly, no invocation of the guarantee is envisaged.  However, in the event that the guarantee, surety, indemnity or comfort letter is invoked, the Company (as guarantor) shall be subrogated to the rights of the lender and shall step into the position of the beneficiary/creditor to the extent of the amounts discharged. The Company shall consequently be entitled to exercise all rights, remedies, and claims against the principal obligor, including the right to recover the amounts paid, in accordance with applicable laws and contractual arrangements.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter has been provided is Rs. 3028.59 Crore.  At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or crystallization of the obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.

Sr. No.	Particulars of the information	Information provided by the management
<b>B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
1.	Material covenants of the proposed transaction	The borrowing arrangements do not contain any material covenants beyond those which are standard and customary in nature.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	The rate of interest will be in the range of 8.50% to 16.00% per annum
3.	Cost of borrowing	Nil
4.	Maturity / due date	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.
5.	Repayment schedule & terms	Repayable on demand, as and when called upon.
6.	Whether secured or unsecured?	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity/ subsidiary	The Funds will be utilized for general business and operational requirements.
<b>B(6) Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	<p>No bidding or any other process has been applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company.</p> <p>Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient</p>
2.	Basis of determination of price.	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	The proposed sale of assets is intended to dispose of non-core and/or underutilized assets, thereby optimizing asset utilization, improving operational efficiency, and enabling the Company to focus on its core business activities while also unlocking value and strengthening its financial position.
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable, as the proposed transaction does not relate to sale of subsidiary / undertaking.
	Turnover	
	Networth	
	Net Profit	
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	Not applicable, as the proposed transaction does not relate to sale of subsidiary / undertaking.

Sr. No.	Particulars of the information	Information provided by the management
<b>Part C : Specific type of the transaction where proposed RPT is material</b>		
<b>C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary</b>		
1.	Latest credit rating of the related party	IND AA/Stable/IND A1+
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No
	In addition, state the following:	
	(a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	(b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	(c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
	(d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	FY 2024-2025	Not Applicable
	FY 2023-2024	
	FY 2022-2023	
<b>C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	IND AA/Stable/IND A1+
2.	Details of solvency status and going concern status of the related party during the last three financial years:	TEIL has a positive net worth and has not filed for insolvency. It operates as a going concern, with no intention or necessity to liquidate the entity
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<p>The value of obligations undertaken by the Company for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter is Rs. 3028.59 Crore.</p> <p>At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards. In the event of invocation of the guarantee or crystallization of the obligation, necessary provisions shall be made in the books of account as per applicable accounting principles.</p>

Sr. No.	Particulars of the information	Information provided by the management
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>In addition, state the following:</p> <p>(a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>(b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>(c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>(d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p>FY 2024-2025</p> <p>FY 2023-2024</p> <p>FY 2022-2023</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>
<b>C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
1.	<p>Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements</p> <p>(a) Before transaction</p> <p>(b) After transaction</p>	<p></p> <p>0.33</p> <p>0.54</p>
2.	<p>Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements</p> <p>(a) Before transaction</p> <p>(b) After transaction</p>	<p></p> <p>0.89</p> <p>0.54</p>
<b>C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate</b>		
1.	<p>Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.</p>	<p>No Transaction till 31<sup>st</sup> December, 2025</p>
2.	<p>Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.</p>	<p>Not Applicable</p>
3.	<p>Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?</p>	<p>Not Applicable</p>
4.	<p>Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?</p>	<p>No</p>
5.	<p>Are there any other major non-financial reasons for going ahead with the proposed transaction?</p>	<p>No</p>

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 1 of the accompanying Notice to the Members for approval.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

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. 01 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: 26<sup>th</sup> March, 2026

Place: Mumbai

**Registered Office:**

Plot No: A 1-2, MIDC Area, Ghugus, District

Chandrapur – 442505, Maharashtra, India.

**CIN:** L40300MH1977PLC019594

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