

Notice

Notice is hereby given that the 49th Annual General Meeting (“AGM”) of the Members of Lloyds Metals and Energy Limited will be held on **Friday, 19th June, 2026** at **12:00 Noon (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

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

“**RESOLVED THAT** the audited Standalone and Consolidated financial statement of the Company for the Financial Year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

“**RESOLVED THAT** dividend at the rate of ₹ 1 (Rupee One Only) per equity share of face value of ₹ 1 (Rupee One Only) each fully paid-up, be and is hereby declared for the Financial Year ended 31st March, 2026 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and rules made thereunder and the other applicable provisions, if any of the Companies Act, 2013.”

3. APPOINTMENT OF MR. BALASUBRAMANIAN PRABHAKARAN (DIN: 01428366) AS A MANAGING DIRECTOR LIABLE TO RETIRE BY ROTATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and 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), Mr. Balasubramanian Prabhakaran (DIN: 01428366), who retires by rotation at this meeting, be and is hereby appointed as a Managing Director of the Company.”

4. APPOINTMENT OF MR. VENKATESWARAN SOUNDRARAJAN (DIN: 08035383) AS A EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and 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), Mr. Venkateswaran Soundrarajan (DIN: 08035383), who retires by rotation at this meeting, be and is hereby appointed as a Executive Director of the Company.”

SPECIAL BUSINESS

5. RATIFICATION OF REMUNERATION PAYABLE TO M/S. SINGH M K & ASSOCIATES, COST AUDITORS OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 read with all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) 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 as per the recommendation of the Audit Committee, the Board of Directors of the Company appointed M/s. Singh M K & Associates, Cost Accountants (Firm Registration No.: 101770), as Cost Accountant to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the Financial Year ending 31st March, 2027 on a remuneration of ₹ 1,50,000/- (Rupees one Lakh Fifty Thousand only) plus taxes and reimbursement of out-of-pocket expenses at actuals, incurred by M/s. Singh M K &

Associates in connection with aforesaid Audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto.”

6. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY BY DELETING COMMON SEAL CLAUSE

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

“**RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Based on the recommendation of the Board of Directors, the 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), for alteration of Articles of Association of the Company by removing references to Common Seal wherever appearing and suitably modifying respective Articles.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto.”

7. REAPPOINTMENT OF MR. RAMESH LUHARUKA (DIN: 00001380) 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 Sections 149 and 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the applicable provisions of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force) for the time being in force, other applicable laws, if any, and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ramesh Luharuka (DIN: 00001380) whose term of office as a Non-executive Independent Director expires on 06th October, 2026 and who has given his consent for re-appointment as a Non-executive Independent Director of the Company and has submitted the declaration(s) to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has also received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director of the Company, and being eligible, be and is hereby re-appointed as a Non-executive Independent Director of the Company, not be liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from 07th October, 2026 to 06th October, 2031.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Ramesh Luharuka (DIN: 00001380), on the Board of the

Company notwithstanding his attaining the age of Seventy-Five (75) years on 14th October, 2029, as a 'Non-executive, Independent Director' of the Company, to hold office for his remaining term.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto."

8. REAPPOINTMENT OF DR. SEEMA SAINI (DIN: 09539941) AS AN 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 Sections 149 and 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the applicable provisions of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force) for the time being in force, other applicable laws, if any, and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, Dr. Seema Saini (DIN: 09539941) whose term of office as an Non-executive Independent Director expires on 29th March, 2027 and who has given her consent for re-appointment as an Non-executive Independent Director of the Company and has submitted the declaration(s) to the effect that She meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has also received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director of the Company, and being eligible, be and is hereby re-appointed as an Non-executive

Independent Director of the Company, not be liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from 30th March 2027 to 29th March, 2032.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto."

9. 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 the Extra Ordinary General Meeting dated 11th September, 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 reenactment(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 ₹ 30,000 Crore (Rupees Thirty Thousand Crore only), whichever is higher.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto."

10. 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 the Extra Ordinary General Meeting dated 11th September, 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 any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto."

11. APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 INTER ALIA 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 the Extra Ordinary General Meeting dated 11th September, 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 ₹ 30,000 Crore (Rupees Thirty Thousand Crore Only) whichever is higher.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto."

12. APPROVAL FOR REMUNERATION PAYABLE TO MR. SHABBIRHUSEIN SHAIKHADAM KHANDWAWALA (DIN: 10821717), NON-EXECUTIVE DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with all other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to regulation 17(6)(a) and 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force) and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors, 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, Nomination and Remuneration Committee or any other 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 payment of remuneration of ₹ 2,00,00,000 (Rupees Two Crore only) to Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717), Non-executive Director of the Company, for the Financial Year 2026-27.

RESOLVED FURTHER THAT the aggregate of remuneration payable to Mr. Khandwawala in any financial year shall be within the overall maximum limit of 1% (One percent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act or such other limits as may be prescribed under the Act from time to time.

RESOLVED FURTHER THAT Mr. Shabbirhusein Shaikhadam Khandwawala shall also be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof, reimbursement of expenses incurred for participation in the meetings and such other permissible payments in accordance with the provisions of the Act and the Listing Regulations.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for grant of Employee Stock Options to Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717), Non-executive Non-Independent Director of the Company, under the Employee Stock Option Scheme(s) of the Company, as may be approved and implemented from time to time, in accordance with the applicable provisions of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEBSE Regulations**") and other applicable laws, on such terms and conditions, including vesting and exercise conditions, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors of the Company in accordance with the respective scheme(s).

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including filing requisite forms and submitting documents with the Ministry of Corporate Affairs and/or any other statutory or regulatory authority, and to settle any questions, difficulties or doubts that may arise in this regard, for the purpose of giving effect to this Resolution and matters incidental thereto."

13. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH THRIVENI EARTHMOVERS 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 Earthmovers 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 ₹ 16,000 Crore (Rupees Sixteen Thousand Crore Only) for a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting of the Company to be held in the year 2027, 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)".

14. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS INFRASTRUCTURE AND CONSTRUCTION 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 Lloyds Infrastructure and Construction Limited (“**LICL**”), a related party of the Company, on such terms and conditions as may be agreed between the Company and LICL, for an aggregate value of up to ₹ 10,460 Crore (Rupees Ten Thousand Four Hundred and Sixty Crore only)

for a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting of the Company to be held in the year 2027, 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)".

15. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH LLOYDS ENGINEERING WORKS 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 Lloyds Engineering Works Limited ("**LEWL**"), a related party of the Company, on such terms and conditions as may be agreed between the Company and LEWL, for an aggregate value of up to ₹ 6,010 Crore (Rupees Six Thousand and Ten Crore only) for a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting of the Company to be held in the year 2027, 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)".

16. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH THRIVENI TRANSPORT AND LOGISTICS PRIVATE LIMITED (FORMERLY KNOWN AS LLOYDS SURYA 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 Transport and Logistics Private Limited ("**TTLPL**") (formerly known as Lloyds Surya Private Limited), Step Down 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 TTLPL, for an aggregate value of up to ₹ 4,840 Crore (Rupees Four Thousand Eight Hundred and Forty Crore only) for a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting of the Company to be held in the year 2027, 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)".

17. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MAHAPRABHU PROJECTS 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 Mahaprabhu Projects Private Limited ("**MPPL**"), a related party of the Company, on such terms and conditions as may be agreed between the Company and MPPL, for an aggregate value of up to ₹ 2,910 Crore (Rupees Two Thousand Nine Hundred and Ten Crore only) for a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting of the Company to be held in the year 2027, 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)".

18. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MANDOVI RIVER PELLETS 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 Mandovi River Pellets Private Limited (“**MRPPL**”), a related party of the Company, on such terms and conditions as may be agreed between the Company and MRPPL, for an aggregate value of up to ₹ 2,160 (Rupees Two Thousand One Hundred and Sixty Crores only) for

a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting of the Company to be held in the year 2027, 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)".

19. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH CLOUDCRUZE AVIATION LEASING IFSC SERVICES 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 Cloudcruze Aviation Leasing IFSC Services Private Limited ("**Cloudcruze**"), a related party of the Company, on such terms and conditions as may be agreed between the Company and Cloudcruze, for an aggregate value of up to ₹ 2,120 Crore (Rupees Two Thousand One Hundred and Twenty Crore Only) for a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting of the Company to be held in the year 2027, 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)".

20. 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 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 Brahmani River Pellets Limited ("**BRPL**"), a related party of the Company, on such terms and conditions as may be agreed between the Company and BRPL, for an aggregate value of up to ₹ 2,060 Crore (Rupees Two Thousand and Sixty Crore Only) for a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting

of the Company to be held in the year 2027, 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)".

21. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SUNFLAG IRON AND STEEL CO LIMITED

To consider and if thought fit, to pass, the following resolution, as a **Special 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 Sunflag Iron and Steel Co Limited (“**Sunflag**”), a related party of the Company, for an aggregate value of up to ₹ 1,100 Crore (Rupees One Thousand and One Hundred Crore Only) for a period commencing from the 49th (Forty Ninth) Annual General Meeting upto the date of 50th (Fiftieth) Annual General Meeting of the Company to be held in the year 2027, such contracts / arrangements / transactions shall be not be at an arms' length basis and in ordinary course of business as they are in accordance with the Ore Purchase Agreement (“**OPA**”) dated 02nd May, 2022 and amendment agreement dated 18th August, 2025 that has been signed pursuant to the Arbitration Award dated 22nd April, 2022 and an Additional/ Supplementary Arbitration Award dated 28th April, 2022.

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)".

22. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF SUBSIDIARIES OF THE COMPANY

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 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 by the Subsidiaries of the Company with its related parties as more particularly set out in the explanatory statement pertaining to this resolution on such terms and conditions as may be agreed between the subsidiaries and its related parties, 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 respective Companies.

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)".

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

Akshay Vora
Company Secretary

Membership No.: ACS43122

Date: 05th May, 2026

Place: Mumbai

Registered Office:

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

CIN: L4-0300MH1977PLC019594

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 January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 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 May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 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 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the Annual General Meeting (“AGM”) 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 AGM 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 AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
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 AGM 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 AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In line with the Circulars, Notice of this AGM, 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.loyds.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. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose Email IDs are not registered with Company/RTA/DP providing the weblink of Company’s website from where the Annual Report and AGM Notice for financial year 2025-26 can be accessed.
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 AGM 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@loyds.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 AGM, 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 Email ID's registered as follows:
- ✦ Members holding shares in demat form can get their Email 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 available at https://www.bigshareonline.com/resources-sebi_circular.aspx to our RTA on their Email ID investor@bigshareonline.com.
10. Those Members who have already registered their Email ID are requested to keep their Email ID validated with their DP to enable servicing of notices/ documents/ reports and other communications electronically to their Email ID in future.
11. **Online Dispute Resolution Portal**
- SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 20th December, 2023), has established a common Online Dispute Resolution Portal (“**ODR Portal**”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the Registrar and Share Transfer Agent / the Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://lloyds.in/investors/shareholders-information/>.
12. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31st March, 2026 can send their queries at investor@lloyds.in at least 7 (Seven) days before the date of 49th AGM. The same will be replied by/on behalf of the Company suitably.
13. The Members can join the AGM 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. 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 AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
16. 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.
17. The Register maintained under Section 170 and Section 189 of the Act and the Certificate under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the Members during the AGM.
- 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 AGM, i.e. Friday, 19th June, 2026. Members seeking to inspect such documents can send an email to investor@lloyds.in.

18. Members are provided with the facility for voting through voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
19. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM 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.
20. 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 AGM.
21. Instructions for voting through electronic means:

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

Commencement of remote e-voting	Monday, 15th June, 2026 (9:00 A.M. IST)
End of remote e-voting	Thursday, 18th June, 2026 (5:00 P.M. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members,

whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e., **Friday, 12th June, 2026** 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 **Friday, 12th June, 2026**.

22. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM 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"> 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. 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 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 held 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.

Type of shareholders	Login Method
	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



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 also be 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 Electronic Service Provider (“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 above mentioned 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.

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. .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) Click on "**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 Email to mitesh@mishah.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).

23. 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.

24. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- b. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

25. PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH NSDL:

- a. Member will be provided with a facility to attend the AGM 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 AGM may register themselves as a speaker by sending their request by **Monday 15th June, 2026** (up till 05:00 P.M. IST) from their registered Email IDs 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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

26. DIVIDEND RELATED INFORMATION

- (a) The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 13th June, 2026 to Friday, 19th June, 2026** (both days inclusive) for the purpose of the AGM of the Company.
- (b) The Board of Directors have recommended a Final Dividend of ₹ 1/- (100%) per equity share of face value of ₹ 1/- each for the Financial Year ended 31st March, 2026 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after **Thursday, 25th June, 2026** as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**"), collectively "**Depositories**", as of the close of business hours on **Friday, 12th June, 2026**.

- (ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on **Friday, 12th June, 2026**.

The Securities and Exchange Board of India (“SEBI”), through its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, and its subsequent amendments Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has mandated that, effective from 1st April, 2024, dividends to security holders holding securities in physical form shall be paid only through electronic mode. Such electronic payments will be processed only after the security holder has furnished the necessary details, including Permanent Account Number (PAN), choice of nomination (or an explicit opt-out), contact information such as mobile number and email address (if available), bank account details for direct credit of dividends, and a specimen signature. Failure to provide any of these mandatory details will result in non-payment of dividends to such security holders.

Further, relevant FAQs published by SEBI to provide clarity on the new requirements can be accessed on its official website. These FAQs offer detailed guidance for security holders in physical form regarding the submission of required documents and procedures.

In terms of Schedule I of the Listing Regulations, listed companies are required to use the Reserve Bank of India’s approved electronic mode of payment such as electronic clearance service (ECS), LECS (Local ECS)/ RECS (Regional ECS)/ NECS (National ECS), direct credit, real time gross settlement, national electronic fund transfer (NEFT), etc. for making payments like dividend etc. to the Members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their Depository Participants. Members holding securities in physical form shall send a request for updating their bank details, to the Company’s RTA at investor@bigshareonline.com.

Mandatory Electronic Payment of Dividend:

With effect from 18th November, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued.

Payment shall be made subject to:

- ✦ Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/ RTA (for shareholders holding shares in physical form)
- ✦ Updating of bank details with DPs (for shareholders holding shares in dematerialized form)

27. COMMUNICATION IN RESPECT OF DEDUCTION OF TAX AT SOURCE ON FINAL DIVIDEND PAYOUT.

For all Shareholders:

- (a) Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source (“TDS”) from dividend paid to the members at prescribed rates as per the Income Tax Act, 2025 and Finance Acts of the respective years. In general, no tax will be deducted on payment of dividend to category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹ 10,000 (Rupees Ten Thousand Only). Members not falling in the said category, can go through the detailed note with regards to the applicability of tax rates for various other categories of members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company’s website at <https://lloyds.in/investors/shareholders-information/>.
- (b) Members are requested to note that dividends, if not encashed for a consecutive period of 7 (Seven) years from the date of

transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.

- (c) All communications/queries in this respect should be addressed to our RTA, Bigshare Services Private Limited at their Email ID at tds@bigshareonline.com, on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communication received upto **Friday, 12th June, 2026 by 05:00 P.M.** on the tax determination/ deduction shall be considered for the dividend.
- (d) Shareholders may note that in case the tax on said Final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against Company for any taxes deducted by the Company.
- (e) Shareholders are requested to update tax residential status, Permanent Account Number (PAN), registered email address, mobile numbers and other details with their Depository Participants, in case the shares are held in dematerialized form. Shareholders holding shares in physical mode, are requested to furnish details to the Company's RTA.
- (f) The formats of above declarations are available on the website of the Company at <https://lloyds.in/investors/shareholders-information/> and also on the website of RTA at https://www.bigshareonline.com/resources-sebi_circular.aspx. The aforementioned documents (duly completed and signed) are required to be submitted to the Company's RTA at tds@bigshareonline.com.
- (g) All the documents submitted by the shareholders will be verified by the Company and the Company will consider the same while deducting the appropriate taxes if they are in accordance with the provisions of the Income Tax Act, 2025. Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, option is available to the shareholder to file the return of income as per the Income Tax Act, 2025, and claim an appropriate refund, if eligible.
- (h) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.
- (i) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
- (j) Shareholders are further requested to complete necessary formalities to link their bank accounts to their demat accounts to enable the Company to make timely credit of dividend in respective bank account.
- (k) Members are requested to contact Company's RTA, Bigshare Services Private Limited for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are given on the website of the Company at <https://lloyds.in/investors/shareholders-information/>.
- (l) In terms of requirements of Section 124(6) of the Act read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consecutive years or more, to the IEPF Account established by the Central Government. The details of the unpaid/ unclaimed dividend amounts lying with the Company are available on the website of the Company at <https://lloyds.in/investors/shareholders-information/> and on the website of MCA/ IEPF. Member(s) whose dividends/

shares are transferred to the IEPF can claim the same from the IEPF Authority by following the refund procedure as detailed on the IEPF website.

28. GENERAL GUIDELINES FOR MEMBERS

- (a) The Company has appointed Mitesh Shah (Membership No.: FCS10070) from M/s. Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH10400) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- (b) 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.
- (c) The Scrutinizer shall submit his consolidated report to the Chairman within 2 (Two) working days from the conclusion of the AGM. 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.
- (d) 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.
- (e) Members are requested to notify any changes in their address / Email IDs 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.

- (f) To register your email address for all future correspondence and update the bank account details, please follow the below process:
 - (i) **Physical Holding:** Drop an email at investor@lloyds.in OR investor@bigshareonline.com and the Company/ RTA shall assist with the process further.
 - (ii) **Demat Holding:** Please contact your DP and follow the process advised by your DP.
- (g) 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.
- (h) A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - (i) 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. **Friday, 12th June, 2026**.
 - (j) 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 AGM.
- (k) The Chairman shall, at the AGM, 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 AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting modules 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. 05

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 05th May, 2026, has approved the appointment and remuneration of M/s. Singh M K & Associates, Cost Accountants (Firm Registration No.: 101770), as the Cost Auditors for audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2027, at a remuneration of ₹ 1,50,000 (Rupees One Lakh Fifty Thousand Only) plus taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“**the Act**”) and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), maintenance of cost records and audit thereof is applicable in respect of products in the category of Electricity, Iron and Steel, Ores and Mineral Products.

M/s. Singh M K & Associates, have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company, if required, for the Financial Year ending 31st March, 2027.

The Board, recommends passing of this **Ordinary Resolution** as set out at **Item No. 05** 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 of the Notice.

In respect of Item No. 06

Pursuant to the Companies (Amendment) Act, 2015, the use of a common seal has been made optional, unless its use is specifically mandated by the Articles of Association (“**AOA**”) of a company. In light of this change, and to facilitate administrative convenience in the execution of such documents on behalf of the Company, it is proposed to amend the existing AOA by removing the relevant clauses pertaining to the use of the common seal.

The Members are informed that such alteration requires the approval of the Members by way of a special resolution in accordance with the provisions of Section 14 of the Companies Act, 2013.

The Board, recommends passing of this **Special Resolution** as set out at **Item No. 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. 06 of the Notice.

In respect of Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”), and pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV 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 05th May, 2026 had approved the re-appointment of Mr. Ramesh Luharuka as a Non-executive Independent Director of the Company for a second term of 5 (Five) consecutive years, commencing from 07th October, 2026 up to 06th October, 2031, subject to the approval of the Members of the Company by way of a special resolution.

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

Mr. Luharuka has furnished the requisite declarations and confirmations in accordance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). He has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is not disqualified from being appointed as a Director under Section 164 of the Act. The Company has received his consent to act as a Director in Form DIR-2 and a declaration in Form DIR-8 confirming that he is not disqualified to be appointed as a Director. He has also confirmed compliance with the Code for Independent Directors as prescribed under Schedule IV of the Act.

Further, in terms of Regulation 25(8) of the Listing Regulations, Mr. Luharuka has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director. He has also confirmed that he has not been debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other competent authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Ramesh Luharuka for the office of a Director of the Company

Brief Profile of Mr. Ramesh Luharuka

Mr. Ramesh Luharuka is a Fellow Member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, with over four decades of rich experience in corporate finance, investment banking, taxation, and regulatory advisory. He is widely recognised for his strategic insights in capital markets, financial restructuring, and corporate governance.

Mr. Luharuka currently leads a reputed chartered accountancy firm and has advised several leading businesses across diverse sectors. Over the years, he has also served on the boards of various companies, providing valuable guidance on financial management, governance practices, and regulatory compliance.

He has been serving as an Independent Director on the Board of the Company since 7th October, 2021 and continues to contribute significantly towards strengthening the Company's financial oversight, governance framework, and compliance processes.

Mr. Luharuka will be attaining the age of 75 (Seventy Five) years on 14th October, 2029 and in view of Regulation 17(1A) of the Listing Regulations, no listed company shall appoint or continue the directorship of a Non-executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Accordingly, the approval of Members by way of a Special Resolution is sought for the continuation of Directorship of Mr. Ramesh Luharuka (DIN: 00001380), on the Board of the Company notwithstanding his attaining the age of 75 (Seventy Five) on 14th October, 2029, as a 'Non-executive, Independent Director' of the Company, to hold office for his remaining term.

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

Appointing Mr. Luharuka as an independent director, even after the age of 75 is justified as during his tenure as an Independent Director he has made significant contributions to the Company by leveraging his extensive experience in corporate finance, capital markets, and regulatory advisory. As Chairperson of the Audit Committee, he has played a critical role in strengthening the Company's financial reporting framework, internal controls, and compliance mechanisms, while ensuring robust oversight of audit processes. His deep understanding of taxation, financial structuring, and governance practices has enabled the Board to navigate complex financial and regulatory matters effectively. He has consistently provided independent judgment, constructive challenge, and strategic guidance across Board and Committee deliberations. Considering his integrity, vast experience, continued independence, and the leadership he brings to key Committees, his re-appointment is considered to be in the best interest of the Company and its stakeholders.

Considering his continued independence, performance evaluation carried out by the Board, and the significant value he brings to the Company, the Board has recommended his re-appointment for a second term notwithstanding his attaining the age of 75 (Seventy Five) years on 14th October, 2029. In the opinion of the Board, his continued association would be beneficial to the Company and would further strengthen its governance framework and stakeholder confidence.

Brief detail of Mr. Ramesh Luharuka is separately provided in the “Annexure” 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 sitting 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.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the Listing Regulations. The approval of Members of the Company is sought for re-appointment of Mr. Ramesh Luharuka as an Independent Director of the Company for a second term of 5 (Five) consecutive years, commencing from 07th October, 2026 up to 06th October, 2031, and he shall not be liable to retire by rotation.

The Board, recommends passing of this **Special Resolution** as set out at **Item No. 7** of this notice, for your approval.

Except, Mr. Ramesh Luharuka, 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. 7 of the Notice.

In respect of item No. 08

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), and pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV 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 05th May, 2026 had approved the re-appointment of Dr. Seema Saini as an Non-executive Independent Director of the Company for a second term of 5 (Five) consecutive years, commencing from 30th March, 2027 up to 29th March, 2032, subject to the approval of the Members of the Company by way of a special resolution.

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

Dr. Saini has furnished the requisite declarations and confirmations in accordance with the provisions of the Act and the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) She has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is not disqualified from being appointed as a Director under Section 164 of the Act. The Company has received her consent to act as a Director in Form DIR-2 and a declaration in Form DIR-8 confirming that she is not disqualified to be appointed as a Director. She has also confirmed compliance with the Code for Independent Directors as prescribed under Schedule IV of the Act.

Further, in terms of Regulation 25(8) of the Listing Regulations, Dr. Saini has confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director. She has also confirmed that she has not been debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other competent authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Dr. Seema Saini for the office of a Director of the Company

Brief Profile of Dr. Seema Saini

Dr. Seema Saini holds a Ph.D. from University of Mumbai along with advanced degrees in Economics and Human Resource Development from Xavier University. She brings over 33 years of rich experience in the education sector and is widely recognised for her contributions towards academic excellence and institutional leadership.

Dr. Saini currently serves as the Chief Executive Officer of N. L. Dalmia Educational Society. She is also the Principal of N. L. Dalmia High School and the Acting Director of N. L. Dalmia Institute of Management Studies & Research. Through her leadership roles, she has played a significant part in strengthening academic standards, institutional development, and educational governance.

Recognised nationally for her contributions to education and leadership development, Dr. Saini actively serves on various academic and industry advisory boards.

She joined the Board of the Company as an Independent Director on 30th March, 2022 and continues to contribute valuable insights in the areas of governance, education, and social development.

During her tenure as an Independent Director, Dr. Seema Saini has made meaningful contributions to the Board by bringing a unique perspective shaped by her extensive experience in leadership, human resource development, and institutional governance. Her insights have supported the Board in strengthening governance practices, enhancing stakeholder engagement, and fostering a culture of ethical and responsible decision-making. She has actively participated in Board and Committee deliberations, providing independent judgment and constructive guidance on key matters. Considering her integrity, depth of experience, continued independence, and the value she adds to the Board's diversity of thought and expertise, her re-appointment is considered to be in the best interest of the Company and its stakeholders

Brief detail of Dr. Seema Saini is separately provided in the "Annexure" 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 sitting 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.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the Listing Regulations. The approval of Members of the Company is sought for re-appointment of Dr. Seema Saini as an Independent Director of the Company for a second term of 5 (Five) consecutive years, commencing from 30th March, 2027 up to 29th March, 2032, and she shall not be liable to retire by rotation.

The Board, recommends passing of this **Special Resolution** as set out at **Item No. 8** of this notice, for your approval.

Except, Dr. Seema Saini, 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. 8 of the Notice.

In respect of Item No. 09 & 10

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 their Extraordinary General Meeting held on 11th September, 2025, had delegated the authority to the Board of Directors of the Company 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 ₹ 15,000 Crore (Rupees Fifteen Thousand Crore only), 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 considered as sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Act.

Therefore, the Board at their meeting held on 05th May, 2026 recommended a proposal for approval of the Members of the Company for revision in limits under Section 180(1)(c) & 180(1)(a) upto the aggregate of the paid-up capital, free reserves and securities premium of the Company or ₹ 30,000 Crore (Rupees Thirty Thousand Crore Only), whichever is higher.

The Board, recommends passing of this **Special Resolution** as set out at **Item No. 09 & 10** 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. 09 & 10 of the Notice.

In respect of Item No. 11

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 ("**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.

The Members of the Company at their Extraordinary General Meeting held on 11th September, 2025 had approved 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 ₹ 15,000 Crore (Rupees Fifteen Thousand Crore Only) whichever is higher

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 05th May, 2026 recommended a proposal for approval of the Members of the Company for revision in limits under Section 186 upto 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 ₹ 30,000 Crore (Rupees Thirty Thousand Crore only), whichever is higher.

The Board, recommends passing of this **Special Resolution** as set out at **Item No. 11** 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. 11 of the Notice.

In respect of Item No. 12

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has approved payment of remuneration to Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717), Non-executive Director of the Company, for the Financial Year 2026-27, subject to approval of the Members.

Mr. Shabbirhusein Shaikhadam Khandwawala has been providing valuable guidance and strategic inputs to the management of the Company. Considering his experience, expertise and continued support to the Company, the Nomination and Remuneration Committee and the Board of Directors considered it appropriate to recommend payment of remuneration not exceeding ₹ 2,00,00,000/- (Rupees Two Crore only) for the Financial Year 2026-27.

Pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 ("**the Act**") read with applicable Rules framed thereunder, the aggregate remuneration payable to all Non-executive Directors of the Company shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act.

Further, pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), approval of the Members by way of a Special Resolution is required every year in respect of payment of annual remuneration to a single Non-executive Director exceeding fifty percent of the total annual remuneration payable to all Non-executive Directors of the Company.

The Company currently has 3 (Three) Non-executive Directors, out of which only Mr. Shabbirhusein Shaikhadam Khandwawala is proposed to receive remuneration during the Financial Year 2026-27. Accordingly, since the proposed remuneration payable to Mr. Shabbirhusein Shaikhadam Khandwawala is likely to exceed the aforesaid limit, approval of the Members is being sought by way of a Special Resolution.

Mr. Shabbirhusein Shaikhadam Khandwawala shall also be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred for participation in such meetings, in accordance with the applicable provisions of the Act and the Listing Regulations.

The Members of the Company at their Extraordinary General Meeting held on 11th September, 2025 had granted authority to the Board of Directors or Nomination and remuneration Committee for grant of Employee Stock Options to Mr. Khandwawala. Accordingly, Nomination and Remuneration Committee at its meeting held on 12th November, 2025 had granted 32,000 Stock Options to Mr. Khandwawala to be vested over a period of 5 (Five) Year.

Approval of the Members is further being sought for grant of Employee Stock Options to Mr. Shabbirhusein Shaikhadam Khandwawala (DIN:10821717), Non-executive Director of the Company, under the Employee Stock Option Scheme(s) of the Company, as may be approved and implemented from time to time, in accordance with the applicable provisions of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws. It is hereby clarified that the maximum number of Employee Stock Options that may be granted to Mr. Shabbirhusein Shaikhadam Khandwawala, in any one year and in aggregate, shall not exceed 1% of the issued capital of the Company.

The Board, recommends passing of this **Special Resolution** as set out at **Item No. 12** of this Notice, for your approval.

Except Mr. Shabbirhusein Shaikhadam Khandwawala, 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. 13 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 13 to 22

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 is upto ₹ 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 ₹ 1,711.27 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 in the respective explanatory statements 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 13th March, 2026 and 05th May, 2026 the Board has recommended for the approval of the Members of the Company the Related Party Transactions ("**RPTs**") to be entered into by Lloyds Metals and Energy Limited ("**the Company**") with its related parties, as well as the material related party transactions to be entered into by the subsidiaries of the Company with their respective related parties, within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms and basis of pricing and Minimum information to be provided to the Audit Committee and shareholder for approval of Related

Party Transactions as per RPT Industry Standards. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs during FY2026-27. The Audit Committee has noted that the said transactions will be in the ordinary course of business of the Company and at an arm's length basis. Except transactions with Sunflag Iron and Steel Company Limited (in respect of item no. 21) which shall be not be at an arms' length basis and in ordinary course of business as they are in accordance with the Ore Purchase Agreement ("**OPA**") dated 02nd May, 2022 and amendment agreement dated 18th August, 2025 that has been signed pursuant to the Arbitration Award dated 22nd April, 2022 and an Additional/ Supplementary Arbitration Award dated 28th April, 2022

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.

The background and brief details of the related party transactions, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 as amended till date and SEBI Master Circular dated 30th January 2026, read with the SEBI Circular dated 26th June 2025, are set out separately below for each related party transaction.

In respect of Item No. 13

Background, details and benefits of the transaction

The Company holds 75.62% of the paid-up share capital of Thriveni Earthmovers and Infra Private Limited ("**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 ₹ 16,000 Crore (Rupees Sixteen 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 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.

Details of the proposed RPTs between the Company and TEIL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated 11th November, 2024 read with SEBI Circular dated 26th June, 2025 and SEBI Master Circular dated 30th June, 2026 are set out below:

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related part		
1.	Name of the related party	Thriveni Earthmovers 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.

Sr. No.	Particulars of the information	Information provided by the management																					
A(2) Relationship and ownership of the related party																							
	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"> ➤ Shareholding of the listed entity, whether direct or indirect, in the related party. 	The Company holds 75.62% of the paid-up share capital of TEIL																					
	<ul style="list-style-type: none"> ➤ 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. 	Not Applicable																					
	<ul style="list-style-type: none"> ➤ Shareholding of the related party, whether direct or indirect, in the listed entity 	Nil																					
A(3) Details of previous transactions with the related party																							
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="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY2025-26</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of goods or services</td> <td style="text-align: right;">2,411.56</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;">461.18</td> </tr> <tr> <td>4.</td> <td>Corporate Guarantee</td> <td style="text-align: right;">3,475.28</td> </tr> <tr> <td>5.</td> <td>Reimbursement of expenses</td> <td style="text-align: right;">70.84</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">6,488.86</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY2025-26	Amount (₹ in crore)	1.	Purchase of goods or services	2,411.56	2.	Investment	70.00	3.	Loan with Interest	461.18	4.	Corporate Guarantee	3,475.28	5.	Reimbursement of expenses	70.84	Total		6,488.86
Sr. No.	Nature of transaction for FY2025-26	Amount (₹ in crore)																					
1.	Purchase of goods or services	2,411.56																					
2.	Investment	70.00																					
3.	Loan with Interest	461.18																					
4.	Corporate Guarantee	3,475.28																					
5.	Reimbursement of expenses	70.84																					
Total		6,488.86																					
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="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY26</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;">Nil*</td> <td></td> </tr> </tbody> </table> <p>*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).</p>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	Nil*																	
Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)																					
Nil*																							
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																																							
A(4) Amount of the proposed transactions (All types of transactions taken together)																																									
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">500</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">500</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">5,180</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">250</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">250</td> </tr> <tr> <td>6.</td> <td>Purchase of Assets, including tangible and intangible assets</td> <td style="text-align: right;">500</td> </tr> <tr> <td>7.</td> <td>Sale / Transfer of Assets, including tangible and intangible assets</td> <td style="text-align: right;">500</td> </tr> <tr> <td>8.</td> <td>Loans and Advances, including inter- corporate deposits</td> <td style="text-align: right;">2,000</td> </tr> <tr> <td>9.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">200</td> </tr> <tr> <td>10.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">6,000</td> </tr> <tr> <td>11.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">120</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">16,000</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	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	5,180	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	Total		16,000
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Total		16,000																																							
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 93.50% of Company's annual consolidated turnover of ₹ 17,112.67 Crore for FY 2025-26.																																							
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 203.27% of TEIL's annual consolidated turnover of ₹ 7,871.06 Crore for FY 2025-26.																																							
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">For FY 2025-26 Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">4,126.07</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">577.91</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">3,373.32</td> </tr> </tbody> </table>	Particulars	For FY 2025-26 Amount (₹ in crore)	Turnover	4,126.07	Profit After Tax	577.91	Net worth	3,373.32																															
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Net worth	3,373.32																																								

Sr. No.	Particulars of the information	Information provided by the management
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A(5) Basic details of proposed transactions to be approved

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sr. No.	Nature of transaction	Amount (₹ in crore)
		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	5,180
		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
		Total		16,000

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"> (i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products; (ii) availing and rendering of various services such as technical, professional, administrative and support services; (iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; (iv) purchase, sale or transfer of tangible and intangible assets; (v) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and (vi) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable. <p>All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</p>
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Sr. No.	Particulars of the information	Information provided by the management
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the Annual General Meeting of the Company to be held in the year 2027
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	₹ 16,000 Crore (Rupees Sixteen Thousand Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
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.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Mr. Balasubramanian Prabhakaran, Managing Director of the Company is the Chairman & Director of TEIL
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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

Part B: Additional Information

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

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

Sr. No.	Particulars of the information	Information provided by the management
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		
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other Details	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.
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 st March, 2026.
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 TEIL.
	(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.

Sr. No.	Particulars of the information	Information provided by the management
2.	Material covenants of the proposed transaction including:	
(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.	<p>The Company holds 75.62% equity stake in the concerned entity and exercises operational control over its affairs.</p> <p>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.</p> <p>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.</p> <p>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.</p>
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.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter has been provided is ₹ 3,475.28 Crore.
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.	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.	
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
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

Sr. No.	Particulars of the information	Information provided by the management
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(6) 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		
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or 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. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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: Turnover Networth Net Profit	Not applicable, as the proposed transaction does not relate to sale of subsidiary / undertaking.
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
Part C: Specific type of the transaction where proposed RPT is material		
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		
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	
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		
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 ₹ 3,475.28 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.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	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	
	FY 2023-2024	
	FY 2022-2023	
C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	0.46
(b)	After transaction	0.50
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	1.36
(b)	After transaction	1.18
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		
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	No Transaction till 31 st March, 2026
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not Applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not Applicable
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

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. 13** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 13.

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. 13 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 14

Background, details and benefits of the transaction

Mr. Madhur Gupta, and Mr. Venkateswaran Soundrarajan, Directors of the Company are promoters and Directors of Lloyds Infrastructure and Construction Limited ("LICL") and Mr. Shreekrishna Mukesh Gupta, son of Mr. Mukesh Rajnarayan Gupta, Chairman of the Company is also a promoter and Director of LICL thereby making LICL a related party of the Company. LICL is engaged in Infrastructure development and EPC (Engineering, Procurement and Construction) services, including design, engineering, construction, fabrication, erection, commissioning, and project execution under PPP/BOOT/BOO/BOLT models, along with related support services. Considering the operational interdependence and integrated nature of activities, the Company and LICL enter into various Related Party Transactions ("RPTs") from time to time.

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

- a) Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)

- 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 LICL, for Financial Year 2026-27 are estimated to be ₹ 10,460 Crore (Rupees Ten Thousand Four Hundred and Sixty 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 RPT's are in the interest of the Company as they enable it to leverage the operational expertise and capabilities of LICL thereby ensuring efficient and seamless execution of its business operations. Further, the integrated business model between the Company and LICL 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.

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.

Details of the proposed RPTs between the Company and LICL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the

Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated 11th November, 2024, read with SEBI Circular dated 26th June, 2025 and SEBI Master Circular dated 30th June, 2026, are set out below:

Sr. No.	Particulars of the information	Information provided by the management															
Part A: Minimum information of the proposed RPT																	
A(1) Basic details of the related part																	
1.	Name of the related party	Lloyds Infrastructure and Construction Limited ("LICL")															
2.	Country of incorporation of the related party	India															
3.	Nature of business of the related party	Infrastructure development and EPC (Engineering, Procurement and Construction) services, including design, engineering, construction, fabrication, erection, commissioning, and project execution under PPP/BOOT/BOO/BOLT models, along with related support services															
A(2) Relationship and ownership of the related party																	
	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:	Body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager.															
	➤ Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil															
	➤ 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.	Not Applicable															
	➤ Shareholding of the related party, whether direct or indirect, in the listed entity	Nil															
A(3) Details of previous transactions with the related party																	
	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 LICL: <table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY2025-26</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Capital Expenditure</td> <td style="text-align: right;">1,569.04</td> </tr> <tr> <td>2.</td> <td>Reimbursement of Expense</td> <td style="text-align: right;">7.98</td> </tr> <tr> <td>3.</td> <td>Sale of Good or Services</td> <td style="text-align: right;">2.96</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">1,579.98</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY2025-26	Amount (₹ in crore)	1.	Capital Expenditure	1,569.04	2.	Reimbursement of Expense	7.98	3.	Sale of Good or Services	2.96	Total		1,579.98
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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="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY2025-26</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;">Nil*</td> <td></td> </tr> </tbody> </table> *The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).	Sr. No.	Nature of transaction for FY2025-26	Amount (₹ in crore)	Nil*											
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Nil*																	
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																																							
A(4) Amount of the proposed transactions (All types of transactions taken together)																																									
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)</td> <td style="text-align: right;">8,500</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">200</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">200</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">200</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">100</td> </tr> <tr> <td>6.</td> <td>Purchase of Assets, including tangible and intangible assets</td> <td style="text-align: right;">100</td> </tr> <tr> <td>7.</td> <td>Sale / Transfer of Assets, including tangible and intangible assets</td> <td style="text-align: right;">100</td> </tr> <tr> <td>8.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">500</td> </tr> <tr> <td>9.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">50</td> </tr> <tr> <td>10.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">500</td> </tr> <tr> <td>11.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">10</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">10,460</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)	8,500	2.	Sale of Goods, including manufactured and traded products	200	3.	Availing of Services, including technical, professional, administrative, and support services	200	4.	Rendering of Services, including technical, professional, administrative, and support services	200	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100	6.	Purchase of Assets, including tangible and intangible assets	100	7.	Sale / Transfer of Assets, including tangible and intangible assets	100	8.	Loans and Advances, including inter-corporate deposits	500	9.	Interest on Loans and Advances	50	10.	Providing / Giving of Guarantees, Securities or Indemnities	500	11.	Guarantee Commission / Fees	10	Total		10,460
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Total		10,460																																							
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 61.12% of Company's annual consolidated turnover of ₹ 17,112.67 Crore for FY 2025-26.																																							
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 549.88% of LICL's annual standalone turnover of ₹ 1,902.25 Crore for FY 2025-26.																																							
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">For FY 2025-26 Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">1,902.25</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">173.81</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">303.32</td> </tr> </tbody> </table>	Particulars	For FY 2025-26 Amount (₹ in crore)	Turnover	1,902.25	Profit After Tax	173.81	Net worth	303.32																															
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Net worth	303.32																																								

Sr. Particulars of the information No.	Information provided by the management
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A(5) Basic details of proposed transactions to be approved

1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sr. No.	Nature of transaction	Amount (₹ in crore)
	1.	Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)	8,500
	2.	Sale of Goods, including manufactured and traded products	200
	3.	Availing of Services, including technical, professional, administrative, and support services	200
	4.	Rendering of Services, including technical, professional, administrative, and support services	200
	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100
	6.	Purchase of Assets, including tangible and intangible assets	100
	7.	Sale / Transfer of Assets, including tangible and intangible assets	100
	8.	Loans and Advances, including inter-corporate deposits	500
	9.	Interest on Loans and Advances	50
	10.	Providing / Giving of Guarantees, Securities or Indemnities	500
	11.	Guarantee Commission / Fees	10
		Total	10,460

2. Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and LICL 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"> (i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products (including work contract); (ii) availing and rendering of various services such as technical, professional, administrative and support services; (iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; (iv) purchase, sale or transfer of tangible and intangible assets; (v) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and (vi) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable. <p>All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</p>
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Sr. No.	Particulars of the information	Information provided by the management
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the Annual General Meeting of the Company to be held in the year 2027.
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	₹ 10,460 Crore (Rupees Ten Thousand Four Hundred and Sixty Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
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 LICL 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 LICL 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.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(c) Name of the director / KMP	Mr. Madhur Gupta, Executive Promoter Director and Mr. Soundararajan Venkateswaran, Executive Director of the Company are also Directors of the related party. Shreekrishna Mukesh Gupta, promoter of the Company is also Director of the related party.
	(d) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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

Part B: Additional Information

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

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	<p>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.</p>

Sr. No.	Particulars of the information	Information provided by the management
3.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

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

1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	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.
	(a) Nature of indebtedness	
	(b) Total cost of borrowing	
	(c) Tenure	
	(d) Other Details	
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 st March, 2026.
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	LICL, being a related party, 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 LICL.
	(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.

Sr. No.	Particulars of the information	Information provided by the management
2.	Material covenants of the proposed transaction including:	
(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.	<p>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.</p> <p>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.</p> <p>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.</p>
3.	<p>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.</p> <p>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>	<p>Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter.</p> <p>At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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>
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
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.

Sr. No.	Particulars of the information	Information provided by the management
B(6) 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		
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or 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. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient.
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: Turnover Networth Net Profit	Not applicable, as the proposed transaction does not relate to sale of subsidiary / undertaking.
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.
Part C: Specific type of the transaction where proposed RPT is material		
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		
1.	Latest credit rating of the related party	-A
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. In addition, state the following:	No
(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	

Sr. No.	Particulars of the information	Information provided by the management
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		
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	-A
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2024-2025 FY 2023-2024 FY 2022-2023	LICL 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.
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.	Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter. At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following:	No
	(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. FY 2024-2025 FY 2023-2024 FY 2022-2023	No
C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	(a) Before transaction	0.46
	(b) After transaction	0.50

Sr. No.	Particulars of the information	Information provided by the management
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	(a) Before transaction	1.36
	(b) After transaction	1.18
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		
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	No Transaction till 31 st March, 2026
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not Applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not Applicable
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

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. 14** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 14

Except Mr. Madhur Gupta, Mr. Soundararajan Venkateswaran, Mr. Mukesh Gupta along with their relatives 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. 14 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 15

Background, details and benefits of the transaction

Mr. Mukesh Gupta, Chairman, Non-executive Director and Promoter of the Company, is also a Whole-time Director and Promoter of Lloyds Engineering works

Limited ("**LEWL**"). Further, Mr. Rajesh Gupta, Managing Director and Promoter of the Company, is also a Promoter of LEWL. Further Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company is also Non-executive Director of LEWL. Additionally, Lloyds Enterprises Limited ("**LEL**") is a common promoter of both companies. Accordingly, the Company and LEWL form part of the same promoter and promoter group and are therefore related parties. LEWL specializes in the design and manufacture of heavy equipment, machinery, and systems engineered to meet the stringent requirements of diverse industries. Its expertise spans key sectors, including Hydrocarbon, Oil & Gas, Steel Plants, Power Generation, Nuclear Plant Boilers, and Turnkey Projects. With a comprehensive portfolio of products and solutions, LEWL effectively addresses varied operational needs and delivers reliable, high-performance outcomes across applications.

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

- a) Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)
- 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 LEWL, for Financial Year 2026-27 are estimated to be ₹ 6,010 Crore (Rupees Six Thousand and Ten 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 proposed Related Party Transactions (RPTs) with LEWL are in the interest of the Company due to strong operational synergies, aligned business objectives, and established reliability. LEWL's expertise in the design and manufacture of heavy equipment and systems across key industrial sectors ensures access to quality and dependable solutions.

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.

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 LEWL, for an aggregate value upto ₹ 6,010 Crore (Rupees Six Thousand and Ten Crore Only) during FY2026-27. The Audit Committee has noted that the said transactions with LEWL 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 LEWL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated 11th November, 2024, read with SEBI Circular dated 26th June, 2025 and SEBI Master Circular dated 30th January, 2026, are set out below:

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related part		
1.	Name of the related party	Lloyds Engineering Works Limited ("LEWL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	LEWL specializes in the design and manufacture of heavy equipment, machinery, and systems engineered to meet the stringent requirements of diverse industries. Its expertise spans key sectors, including Hydrocarbon, Oil & Gas, Steel Plants, Power Generation, Nuclear Plant Boilers, and Turnkey Projects. With a comprehensive portfolio of products and solutions, LEWL effectively addresses varied operational needs and delivers reliable, high-performance outcomes across applications.

Sr. No.	Particulars of the information	Information provided by the management
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A(2) Relationship and ownership of the related party

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:	Mr. Mukesh Gupta, Chairman, Whole-time Director and Promoter of the Company, is also a Whole-time Director and Promoter of LEWL. Further, Mr. Rajesh Gupta, Managing Director and Promoter of the Company, is also a Promoter of LEWL. Additionally, LEL is a common promoter of both companies. Accordingly, the Company and LEWL form part of the same promoter and promoter group and are therefore related parties.
	<ul style="list-style-type: none"> ➤ Shareholding of the listed entity, whether direct or indirect, in the related party. 	Nil
	<ul style="list-style-type: none"> ➤ 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. 	Not Applicable
	<ul style="list-style-type: none"> ➤ Shareholding of the related party, whether direct or indirect, in the listed entity 	Nil

A(3) Details of previous transactions with the related party

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 LEWL: <table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th style="width: 5%;">Sr. No.</th> <th style="width: 75%;">Nature of transaction for FY26</th> <th style="width: 20%;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Capital Expenditure</td> <td style="text-align: right;">667.20</td> </tr> <tr> <td colspan="2">Total</td> <td></td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	1.	Capital Expenditure	667.20	Total		
Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)									
1.	Capital Expenditure	667.20									
Total											
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="width: 5%;">Sr. No.</th> <th style="width: 75%;">Nature of transaction for FY26</th> <th style="width: 20%;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;">Nil*</td> <td></td> </tr> </tbody> </table> <p>*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).</p>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	Nil*					
Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)									
Nil*											
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																																							
A(4) Amount of the proposed transactions (All types of transactions taken together)																																									
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)</td> <td style="text-align: right;">4,500</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">200</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">50</td> </tr> <tr> <td>6.</td> <td>Purchase of Assets, including tangible and intangible assets</td> <td style="text-align: right;">100</td> </tr> <tr> <td>7.</td> <td>Sale / Transfer of Assets, including tangible and intangible assets</td> <td style="text-align: right;">200</td> </tr> <tr> <td>8.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">500</td> </tr> <tr> <td>9.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">50</td> </tr> <tr> <td>10.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">200</td> </tr> <tr> <td>11.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">10</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">6,010</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)	4,500	2.	Sale of Goods, including manufactured and traded products	200	3.	Availing of Services, including technical, professional, administrative, and support services	100	4.	Rendering of Services, including technical, professional, administrative, and support services	100	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	6.	Purchase of Assets, including tangible and intangible assets	100	7.	Sale / Transfer of Assets, including tangible and intangible assets	200	8.	Loans and Advances, including inter-corporate deposits	500	9.	Interest on Loans and Advances	50	10.	Providing / Giving of Guarantees, Securities or Indemnities	200	11.	Guarantee Commission / Fees	10	Total		6,010
Sr. No.	Nature of transaction	Amount (₹ in crore)																																							
1.	Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)	4,500																																							
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3.	Availing of Services, including technical, professional, administrative, and support services	100																																							
4.	Rendering of Services, including technical, professional, administrative, and support services	100																																							
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11.	Guarantee Commission / Fees	10																																							
Total		6,010																																							
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 35.10% of Company's annual consolidated turnover of ₹ 17,112.67 Crore for FY 2025-26.																																							
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 461.90 % of LEWL's annual consolidated turnover of ₹ 1,301.14 Crore for FY 2025-26.																																							

Sr. No.	Particulars of the information	Information provided by the management	
6.	Financial performance of the related party for the immediately preceding financial year.	Particulars	For FY 2025-26 Amount (₹ in crore)
		Turnover	1,301.14
		Profit After Tax	197.57
		Net worth	1,683.31

A(5) Basic details of proposed transactions to be approved

Sr. No.	Nature of transaction	Amount (₹ in crore)
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	
1.	Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)	4,500
2.	Sale of Goods, including manufactured and traded products	200
3.	Availing of Services, including technical, professional, administrative, and support services	100
4.	Rendering of Services, including technical, professional, administrative, and support services	100
5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50
6.	Purchase of Assets, including tangible and intangible assets	100
7.	Sale / Transfer of Assets, including tangible and intangible assets	200
8.	Loans and Advances, including inter-corporate deposits	500
9.	Interest on Loans and Advances	50
10.	Providing / Giving of Guarantees, Securities or Indemnities	200
11.	Guarantee Commission / Fees	10
	Total	6,010

Sr. No.	Particulars of the information	Information provided by the management
2.	Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and LEWL 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"> (i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products; (ii) availing and rendering of various services such as technical, professional, administrative and support services; (iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; (iv) purchase, sale or transfer of tangible and intangible assets; (v) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and (vi) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable. <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)	Till the Annual General Meeting of the Company to be held in the year 2027.
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>₹ 6,010 Crore (Rupees Six Thousand and Ten 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>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>The proposed Related Party Transactions (RPTs) with LEWL are in the interest of the listed entity due to strong operational synergies, aligned business objectives, and established reliability. LEWL's expertise in the design and manufacture of heavy equipment and systems across key industrial sectors ensures access to quality and dependable solutions.</p> <p>The transactions are expected to be conducted on an arm's length basis and in the ordinary course of business, ensuring transparency and regulatory compliance.</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>

Sr. No.	Particulars of the information	Information provided by the management
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>Name of the director / KMP</p> <p>Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>(a) Mr. Mukesh Gupta, Chairman, and Promoter of the Company, is also a Executive Director and Promoter of LEWL.</p> <p>(b) Mr. Rajesh Gupta, Managing Director and Promoter of the Company, is also a Promoter of LEWL.</p> <p>(c) Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company is also Non-executive Director of LEWL.</p> <p>(d) Lloyds Enterprises Limited is a common promoter of both companies.</p> <p>Direct Holding: Mr. Mukesh Gupta holds 68,394 shares of LEWL. Mr. Rajesh Gupta holds 59,875 shares of LEWL.</p> <p>Indirect Holding: 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

Part B: Additional Information

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

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

Sr. No.	Particulars of the information	Information provided by the management
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		
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	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.
(a)	Nature of indebtedness	
(b)	Total cost of borrowing	
(c)	Tenure	
(d)	Other Details	
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 st March, 2026.
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	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 LEWL.
	(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.

Sr. No.	Particulars of the information	Information provided by the management
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 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.	Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter. At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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.
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
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(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		
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or 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. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient.
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.

Sr. No.	Particulars of the information	Information provided by the management
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: Turnover Networth Net Profit	Not applicable, as the proposed transaction does not relate to sale of subsidiary / undertaking.
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.

Part C: Specific type of the transaction where proposed RPT is material

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

1.	Latest credit rating of the related party	IND A/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 2025-2026	Not Applicable
	FY 2024-2025	
	FY 2023-2024	

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

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 A/Stable/IND A1
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-2026 FY 2024-2025 FY 2023-2024	LEWL 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.

Sr. No.	Particulars of the information	Information provided by the management
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.	Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter. At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following:	No
(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 2025-2026	
	FY 2024-2025	
	FY 2023-2024	
C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	0.46
(b)	After transaction	0.50
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	1.36
(b)	After transaction	1.18
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		
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	No Transaction till 31 st March, 2026
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not Applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not Applicable

Sr. No.	Particulars of the information	Information provided by the management
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

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. 15** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 15

Except Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Balasubramanian Prabhakaran along with their relatives 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. 15 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 16

Background, details and benefits of the transaction

The Company holds 0.18% of the paid-up share Capital of Thriveni Transport and Logistics Private Limited (“TTLPL”). Further, the Company through its subsidiary namely Thriveni Earthmovers and Infra Private Limited (“TEIL”), holds 99.82% in TTLPL and, accordingly, TTLPL qualifies as a step-down subsidiary of the Company. TTLPL carries on the business of providing comprehensive logistics services for the excavation, handling, and transportation of minerals such as iron ore, coal, pellets, and other materials, delivering end-to-end mining logistics solutions that are safe, efficient, and technology-driven.

The Company is proposing to enter into related party transactions with TTLPL 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 TTLPL, for Financial Year 2026-27 are estimated to be ₹ 4,840 Crore (Rupees Four Thousand Eight Hundred and Forty 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 proposes to enter into related party transactions with its step-down subsidiary, which is engaged in providing integrated mining logistics services, including excavation, handling, and transportation of minerals. Given the strong operational alignment, these transactions will enable seamless coordination across the value chain, resulting in improved efficiency, reliability, and faster execution of operations.

Further, transacting within the group will lead to better utilization of shared resources and infrastructure, driving cost efficiencies and economies of scale. It will also enable more effective treasury management through

intra-group financial support, while maintaining better control over quality and service standards.

Additionally, these arrangements will reduce dependence on external third parties, thereby mitigating risks related to pricing, service inconsistencies, and supply chain disruptions. The transactions will be undertaken in the ordinary course of business and on an arm's length basis, ensuring transparency and safeguarding the interests of shareholders.

Details of the proposed RPTs between the Company and TTLPL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated 11th November, 2024, read with SEBI Circular dated 26th June, 2025 and SEBI Master Circular dated 30th January, 2026, are set out below:

Sr. No.	Particulars of the information	Information provided by the management																		
Part A: Minimum information of the proposed RPT																				
A(1) Basic details of the related part																				
1.	Name of the related party	Thriveni Transport and Logistics Private Limited (Formerly Known as Lloyds Surya Private Limited) (" TTLPL ")																		
2.	Country of incorporation of the related party	India																		
3.	Nature of business of the related party	To carry on the business of providing comprehensive logistics services for the excavation, handling, and transportation of minerals such as iron ore, coal, pellets, and other materials, delivering end-to-end mining logistics solutions that are safe, efficient, and technology-driven.																		
A(2) Relationship and ownership of the related party																				
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:	TTLPL is the Step - Down Subsidiary of the Company																		
	<ul style="list-style-type: none"> ➤ Shareholding of the listed entity, whether direct or indirect, in the related party. 	Lloyds Metals and Energy Limited (" the Company ") directly holds 0.18% of the paid- up share Capital of TTLPL. Further, the Company through its subsidiary namely Thriveni Earthmovers and Infra Private Limited (" TEIL "), holds 99.82% in TTLPL.																		
	<ul style="list-style-type: none"> ➤ 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. 	Not Applicable																		
	<ul style="list-style-type: none"> ➤ Shareholding of the related party, whether direct or indirect, in the listed entity 	Nil																		
A(3) Details of previous transactions with the related party																				
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"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY26</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Loan</td> <td style="text-align: right;">70.52</td> </tr> <tr> <td>2.</td> <td>Interest Received</td> <td style="text-align: right;">0.44</td> </tr> <tr> <td>3.</td> <td>Purchase of services</td> <td style="text-align: right;">730.64</td> </tr> <tr> <td>4.</td> <td>Other Charges</td> <td style="text-align: right;">7.12</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">808.72</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	1.	Loan	70.52	2.	Interest Received	0.44	3.	Purchase of services	730.64	4.	Other Charges	7.12	Total		808.72
Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)																		
1.	Loan	70.52																		
2.	Interest Received	0.44																		
3.	Purchase of services	730.64																		
4.	Other Charges	7.12																		
Total		808.72																		

Sr. No.	Particulars of the information	Information provided by the management		
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.	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)
			Nil*	
		*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).		
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		
A(4) Amount of the proposed transactions (All types of transactions taken together)				
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:		
		Sr. No.	Nature of transaction	Amount (₹ in crore)
		1.	Purchase of Goods, including raw materials, finished goods, and consumables	100
		2.	Sale of Goods, including manufactured and traded products	100
		3.	Availing of Services, including technical, professional, administrative, and support services	3,000
		4.	Rendering of Services, including technical, professional, administrative, and support services	100
		5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100
		6.	Purchase of Assets, including tangible and intangible assets	100
		7.	Sale / Transfer of Assets, including tangible and intangible assets	100
		8.	Loans and Advances, including inter-corporate deposits	200
		9.	Interest on Loans and Advances	20
		10.	Providing / Giving of Guarantees, Securities or Indemnities	1,000
		11.	Guarantee Commission / Fees	20
		Total		4,840
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 28.30% of Company's annual consolidated turnover of ₹17,112.67 Crore for FY 2025-26.		
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		

Sr. No.	Particulars of the information	Information provided by the management	
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 609.46% of TTLPL annual consolidated turnover of ₹794.15 Crore for FY 2025-26.	
6.	Financial performance of the related party for the immediately preceding financial year.	Particulars	For FY 2025-26 Amount (₹ in crore)
		Turnover	794.15
		Profit After Tax	158.57
		Net worth	60.1

A(5) Basic details of proposed transactions to be approved

Sr. No.	Nature of transaction	Amount (₹ in crore)
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	
1.	Purchase of Goods, including raw materials, finished goods, and consumables	100
2.	Sale of Goods, including manufactured and traded products	100
3.	Availing of Services, including technical, professional, administrative, and support services	3,000
4.	Rendering of Services, including technical, professional, administrative, and support services	100
5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100
6.	Purchase of Assets, including tangible and intangible assets	100
7.	Sale / Transfer of Assets, including tangible and intangible assets	100
8.	Loans and Advances, including inter-corporate deposits	200
9.	Interest on Loans and Advances	20
10.	Providing / Giving of Guarantees, Securities or Indemnities	1,000
11.	Guarantee Commission / Fees	20
	Total	4,840

Sr. No.	Particulars of the information	Information provided by the management
2.	Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and TTLPL 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"> i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products; ii) availing and rendering of various services such as technical, professional, administrative and support services; iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; iv) purchase, sale or transfer of tangible and intangible assets; v) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and vi) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable. vii) All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the Annual General Meeting of the Company to be held in the year 2027.
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>₹ 4,840 Crore (Rupees Four Thousand Eight Hundred and Forty 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>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>The Company proposes to enter into related party transactions with its step-down subsidiary, which is engaged in providing integrated mining logistics services, including excavation, handling, and transportation of minerals. Given the strong operational alignment, these transactions will enable seamless coordination across the value chain, resulting in improved efficiency, reliability, and faster execution of operations.</p> <p>Further, transacting within the group will lead to better utilization of shared resources and infrastructure, driving cost efficiencies and economies of scale. It will also enable more effective treasury management through intra-group financial support, while maintaining better control over quality and service standards.</p> <p>Additionally, these arrangements will reduce dependence on external third parties, thereby mitigating risks related to pricing, service inconsistencies, and supply chain disruptions. The transactions will be undertaken in the ordinary course of business and on an arm's length basis, ensuring transparency and safeguarding the interests of shareholders.</p>

Sr. No.	Particulars of the information	Information provided by the management
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Mr. Madhur Gupta, Director of the Company is the Director of TTLPL
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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

Part B: Additional Information

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

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

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

1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	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.
	(a) Nature of indebtedness	
	(b) Total cost of borrowing	
	(c) Tenure	
	(d) Other Details	
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 st March, 2026
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

Sr. No.	Particulars of the information	Information provided by the management
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	<p>TTLPL, being a step-down subsidiary of the Company, requires operational and financial support to ensure smooth integration and sustained growth.</p> <p>The guarantee/ security/ indemnity is proposed to be provided to support the financial and operational requirements of TTLPL, enabling it to avail credit/financial facilities on commercially viable terms and ensure smooth conduct of its business operations.</p> <p>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 TTLPL.</p>
	(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:	
	(a) commission, if any to be received by the listed entity or its subsidiary	The Company receives 1% per annum on the principle outstanding.
	(b) 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.	<p>The Company indirectly holds 75.48% equity stake in the concerned entity and exercises operational control over its affairs.</p> <p>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.</p> <p>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.</p> <p>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.</p>
3.	<p>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.</p> <p>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>	<p>Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter.</p> <p>At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
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(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		
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or 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. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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: Turnover Networth Net Profit	Not applicable, as the proposed transaction does not relate to sale of subsidiary / undertaking.
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
Part C : Specific type of the transaction where proposed RPT is material		
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		
1.	Latest credit rating of the related party	Not Applicable
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	
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		
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	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	TTLPL 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.	Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter. At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	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	
	FY 2023-2024	
	FY 2022-2023	
C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	0.46
(b)	After transaction	0.48
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	1.36
(b)	After transaction	1.28
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		
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	No Transaction till 31 st March, 2026
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not Applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not Applicable
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

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. 16** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 16

Except Mr. Madhur Gupta 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. 16 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 17

Background, details and benefits of the transaction

Relative of Mr. Balasubramanian Prabhakaran, Managing Director of the Company is Director and promoter in Mahaprabhu Projects Private Limited ("MPPL"), thereby making a related party to the Company MPPL operates in iron and steel manufacturing and trading, mining and minerals, commodity trading, leasing, manpower services, investments and real estate development.

The Company is proposing to enter into related party transactions with MPPL 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) Loans and Advances, including inter-corporate deposits
- g) Interest on Loans and Advances
- h) Providing / Giving of Guarantees, Securities or Indemnities
- i) Guarantee Commission / Fees

The aforesaid transactions by the Company with MPPL, for Financial Year 2026-27 are estimated to be ₹ 2,910 Crore (Rupees Two Thousand Nine Hundred and Ten 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.

Considering that the Company and MPPL are engaged in complementary and interconnected businesses such as iron and steel manufacturing and trading, mining and minerals, commodity trading, leasing, manpower services, and investments, the proposed Related Party Transactions ("RPTs") are undertaken in the ordinary course of business and are driven by operational, commercial, financial, and strategic synergies. These transactions enable the Company to leverage the operational capabilities, industry expertise, resources, and business network of MPPL, thereby ensuring continuity and efficiency in business operations. The proposed arrangements are expected to facilitate assured supply and market access, optimum utilization of resources, improved coordination, and enhanced operational flexibility across business functions.

Further, the proposed RPTs with MPPL are in the interest of the Company as they are expected to result in economies of scale, reduction in procurement and administrative costs, better risk management, cost optimization, and improved overall business competitiveness. The transactions are undertaken on an arm's length basis and on commercially reasonable terms, ensuring transparency and alignment with applicable legal and governance requirements. Accordingly, these transactions are expected to contribute to enhanced operational efficiency, sustainable business growth, and overall value creation for the Company and its stakeholders.

Details of the proposed RPTs between the Company and MPPL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the

Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated 11th November, 2024, read with SEBI Circular dated 26th June, 2025 and SEBI Master Circular dated 30th January, 2026, are set out below:

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related part		
1.	Name of the related party	Mahaprabhu Projects Private Limited ("MPPL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The Company operates in iron and steel manufacturing and trading, mining and minerals, commodity trading, leasing, manpower services, investments and real estate development.
A(2) Relationship and ownership of the related party		
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:	Relative of Mr. Balasubramanian Prabhakaran, Managing Director of the Company is Director and Promoter in MPPL
	<ul style="list-style-type: none"> ✦ Shareholding of the listed entity, whether direct or indirect, in the related party. 	Nil
	<ul style="list-style-type: none"> ✦ 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. 	Not Applicable
	<ul style="list-style-type: none"> ✦ Shareholding of the related party, whether direct or indirect, in the listed entity 	Nil
A(3) Details of previous transactions with the related party		
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 MPPL:
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.	
		*transactions up to quarter ending 31 st December, 2025
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																																	
A(4) Amount of the proposed transactions (All types of transactions taken together)																																			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">50</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">50</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">50</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">50</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">50</td> </tr> <tr> <td>6.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">100</td> </tr> <tr> <td>7.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">10</td> </tr> <tr> <td>8.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">2,500</td> </tr> <tr> <td>9.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">50</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">2,910</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	50	2.	Sale of Goods, including manufactured and traded products	50	3.	Availing of Services, including technical, professional, administrative, and support services	50	4.	Rendering of Services, including technical, professional, administrative, and support services	50	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	6.	Loans and Advances, including inter-corporate deposits	100	7.	Interest on Loans and Advances	10	8.	Providing / Giving of Guarantees, Securities or Indemnities	2,500	9.	Guarantee Commission / Fees	50	Total		2,910
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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 43.29% of Company's annual consolidated turnover of ₹ 6,721.40 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 48,989.89% of MPPL's annual standalone turnover of ₹ 5.94 Crore for FY 2024-25.																																	
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">For FY 2024-25 Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">5.94</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">7.18</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">20.2</td> </tr> </tbody> </table> <p><i>The financial figures are on standalone basis</i></p>	Particulars	For FY 2024-25 Amount (₹ in crore)	Turnover	5.94	Profit After Tax	7.18	Net worth	20.2																									
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Sr. Particulars of the information No.	Information provided by the management																																	
A(5) Basic details of proposed transactions to be approved																																		
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">50</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">50</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">50</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">50</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">50</td> </tr> <tr> <td>6.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">100</td> </tr> <tr> <td>7.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">10</td> </tr> <tr> <td>8.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">2,500</td> </tr> <tr> <td>9.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">50</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">2,910</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	50	2.	Sale of Goods, including manufactured and traded products	50	3.	Availing of Services, including technical, professional, administrative, and support services	50	4.	Rendering of Services, including technical, professional, administrative, and support services	50	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	6.	Loans and Advances, including inter-corporate deposits	100	7.	Interest on Loans and Advances	10	8.	Providing / Giving of Guarantees, Securities or Indemnities	2,500	9.	Guarantee Commission / Fees	50	Total		2,910
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2. Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and MPPL 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"> (i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products; (ii) availing and rendering of various services such as technical, professional, administrative and support services; (iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; (iv) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and (v) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable. <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)	Till the Annual General Meeting of the Company to be held in the year 2027.																																	
4. Whether omnibus approval is being sought?	Yes																																	

Sr. No.	Particulars of the information	Information provided by the management
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	₹ 2,910 Crore (Rupees Two Thousand Nine Hundred and Ten Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed Related Party Transactions with MPPL are in the interest of the listed entity as they enable operational synergies, ensure timely and reliable procurement of goods and services, and support cost efficiency through economies of scale. The transactions are undertaken in the ordinary course of business and on an arm's length basis. 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.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Relative of Mr. Balasubramanian Prabhakaran, Managing Director of the Company is Director and promoter in MPPL
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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

Part B: Additional Information

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

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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.	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:	Nil
	(a) Amount of trade advance	Nil
	(b) Tenure	
	(c) Whether same is self-liquidating?	

Sr. No.	Particulars of the information	Information provided by the management
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		
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other Details	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.
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 st 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	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 MPPL.
	(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.

Sr. No.	Particulars of the information	Information provided by the management
2.	Material covenants of the proposed transaction including:	
	(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.	<p>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.</p> <p>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.</p> <p>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.</p>
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.	The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter has been provided is ₹ 1,745 Crore.
	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>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>
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
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.

Sr. No.	Particulars of the information	Information provided by the management
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Part C: Specific type of the transaction where proposed RPT is material

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

1.	Latest credit rating of the related party	N.A.
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	

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

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	N.A.
2.	Details of solvency status and going concern status of the related party during the last three financial years:	MPPL 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 2025-2026	
	FY 2024-2025	
	FY 2023-2024	
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 ₹ 1,745 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.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	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 2025-2026	
	FY 2024-2025	
	FY 2023-2024	
C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	0.46
(b)	After transaction	0.47
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	1.36
(b)	After transaction	1.31
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		
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	No Transaction till 31 st December, 2025
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not Applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not Applicable
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

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. 17** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 17

Except Mr. Balasubramanian Prabhakaran, 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. 17 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 18

Background, details and benefits of the transaction

Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company is also a Director of Mandovi River Pellets Private Limited ("**MRPPL**") hence a related party. MRPPL is engaged in the business of mining and refining Iron and Steel. In the ordinary course of business, the Company avails such services from MRPPL for its mining operations. Considering the operational interdependence and integrated nature of activities, the Company and MRPPL enter into various Related Party Transactions ("**RPTs**") from time to time.

The Company is proposing to enter into related party transactions with MRPPL 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) Loans and Advances, including inter-corporate deposits
- g) Interest on Loans and Advances

The aforesaid transactions by the Company with MRPPL, for Financial Year 2026-27 are estimated to be ₹ 2,160 Crore (Rupees Two Thousand One Hundred and Sixty 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 proposed RPTs between the Company and MRPPL are in the interest of the Company as they support its operational, financial, and strategic objectives. The purchase and sale of goods ensure continuity of supply and access to a reliable market, enabling efficient procurement and distribution on commercially competitive terms. Availing and rendering of technical, professional, administrative, and support services allow the Company to leverage specialized expertise and shared capabilities, resulting in improved efficiency and cost optimization. Infrastructure and resource sharing arrangements facilitate optimal utilization of common resources and enable equitable allocation and recovery of shared costs, thereby reducing overall overheads. Financial transactions, including loans, advances, and inter-corporate deposits, provide financial flexibility and efficient treasury management, ensuring availability of funds when required and optimal deployment of surplus funds. All such transactions are undertaken in the ordinary course of business and on an arm's length basis, thereby safeguarding the interests of the Company and its stakeholders.

Details of the proposed RPTs between the Company and MRPPL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated November 11, 2024, read with SEBI Circular dated June 26, 2025 and SEBI Master Circular dated January 30, 2026, are set out below:

Sr. No.	Particulars of the information	Information provided by the management												
Part A: Minimum information of the proposed RPT														
A(1) Basic details of the related part														
1.	Name of the related party	Mandovi River Pellets Private Limited ("MRPPL")												
2.	Country of incorporation of the related party	India												
3.	Nature of business of the related party	Mining and Refining, Iron & Steel												
A(2) Relationship and ownership of the related party														
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:	Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company is also a Director of MRPPL.												
	<ul style="list-style-type: none"> ➤ Shareholding of the listed entity, whether direct or indirect, in the related party. 	19.40%												
	<ul style="list-style-type: none"> ➤ 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. 	Not Applicable												
	<ul style="list-style-type: none"> ➤ Shareholding of the related party, whether direct or indirect, in the listed entity 	Nil												
A(3) Details of previous transactions with the related party														
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 MRPPL: <table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY25</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods</td> <td style="text-align: right;">473.03</td> </tr> <tr> <td>2.</td> <td>Purchases</td> <td style="text-align: right;">182.25</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">655.28</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY25	Amount (₹ in crore)	1.	Sale of Goods	473.03	2.	Purchases	182.25	Total		655.28
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1.	Sale of Goods	473.03												
2.	Purchases	182.25												
Total		655.28												
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="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY26*</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods</td> <td style="text-align: right;">183.18</td> </tr> <tr> <td>2.</td> <td>Purchase</td> <td style="text-align: right;">105.35</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">288.53</td> </tr> </tbody> </table> *transactions up to quarter ending 31 st December, 2025	Sr. No.	Nature of transaction for FY26*	Amount (₹ in crore)	1.	Sale of Goods	183.18	2.	Purchase	105.35	Total		288.53
Sr. No.	Nature of transaction for FY26*	Amount (₹ in crore)												
1.	Sale of Goods	183.18												
2.	Purchase	105.35												
Total		288.53												
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																											
A(4) Amount of the proposed transactions (All types of transactions taken together)																													
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">1,000</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">800</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">50</td> </tr> <tr> <td>6.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">100</td> </tr> <tr> <td>7.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">10</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">2,160</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	1,000	2.	Sale of Goods, including manufactured and traded products	800	3.	Availing of Services, including technical, professional, administrative, and support services	100	4.	Rendering of Services, including technical, professional, administrative, and support services	100	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	6.	Loans and Advances, including inter-corporate deposits	100	7.	Interest on Loans and Advances	10	Total		2,160
Sr. No.	Nature of transaction	Amount (₹ in crore)																											
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7.	Interest on Loans and Advances	10																											
Total		2,160																											
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 32.14% of Company’s annual consolidated turnover of ₹ 6,721.4 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 303.70% of MRPPL’s annual standalone turnover of ₹ 712.70 Crore for FY 2024-25.																											
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">For FY 2024-25 Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">712.70</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">1.14</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">54.78</td> </tr> </tbody> </table>	Particulars	For FY 2024-25 Amount (₹ in crore)	Turnover	712.70	Profit After Tax	1.14	Net worth	54.78																			
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Sr. No.	Particulars of the information	Information provided by the management																											
A(5) Basic details of proposed transactions to be approved																													
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">1,000</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">800</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">50</td> </tr> <tr> <td>6.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">100</td> </tr> <tr> <td>7.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">10</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">2,160</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	1,000	2.	Sale of Goods, including manufactured and traded products	800	3.	Availing of Services, including technical, professional, administrative, and support services	100	4.	Rendering of Services, including technical, professional, administrative, and support services	100	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	6.	Loans and Advances, including inter-corporate deposits	100	7.	Interest on Loans and Advances	10	Total		2,160
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2.	Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and MRPPL 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"> (i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products; (ii) availing and rendering of various services such as technical, professional, administrative and support services; (iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; (iv) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and <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)	Till the Annual General Meeting of the Company to be held in the year 2027.																											
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	₹ 2,160 Crore (Rupees Two Thousand One Hundred and Sixty Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.																											

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.	The proposed Related Party Transactions (" RPTs ") between the Company and MRPPL are in the interest of the Company as they support its operational, financial, and strategic objectives. The purchase and sale of goods ensure continuity of supply and access to a reliable market, enabling efficient procurement and distribution on commercially competitive terms. Availing and rendering of technical, professional, administrative, and support services allow the Company to leverage specialized expertise and shared capabilities, resulting in improved efficiency and cost optimization. Infrastructure and resource sharing arrangements facilitate optimal utilization of common resources and enable equitable allocation and recovery of shared costs, thereby reducing overall overheads. Financial transactions, including loans, advances, and inter-corporate deposits, provide financial flexibility and efficient treasury management, ensuring availability of funds when required and optimal deployment of surplus funds. All such transactions are undertaken in the ordinary course of business and on an arm's length basis, thereby safeguarding the interests of the Company and its stakeholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company is also Director of MRPPL
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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
Part B: Additional Information		
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		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

Sr. No.	Particulars of the information	Information provided by the management
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		
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	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.
(a)	Nature of indebtedness	
(b)	Total cost of borrowing	
(c)	Tenure	
(d)	Other Details	
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 st 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(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
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.

Sr. No.	Particulars of the information	Information provided by the management
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Part C: Specific type of the transaction where proposed RPT is material

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

1.	Latest credit rating of the related party	Not Applicable
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	

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	0.46
(b)	After transaction	0.47
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	1.36
(b)	After transaction	1.32

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. 18** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 18.

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. 18 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 19

Background, details and benefits of the transaction

Cloudcruze Aviation Leasing IFSC Services Private Limited ("**Cloudcruze**") is a step-down subsidiary of subsidiary of the Company and Cloudcruze is engaged in the business of aircraft and aviation asset leasing, management, and advisory services, including operating, financial, and hybrid leasing of aircraft, helicopters, engines, and ground support equipment. Considering the operational interdependence and integrated nature of activities, the Company and Cloudcruze enter into various Related Party Transactions ("**RPTs**") from time to time.

The Company is proposing to enter into RPTs with Cloudcruze for the Financial Year 2026-27, including the following operational engagements:

- a) Availing of Services, including technical, professional, administrative, and support services
- b) Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses
- c) Loans and Advances, including inter-corporate deposits
- d) Interest on Loans and Advances

e) Providing / Giving of Guarantees, Securities or Indemnities

f) Guarantee Commission / Fees

The aforesaid transactions by the Company with Cloudcruze, for Financial Year 2026-27 are estimated to be ₹ 2,120 Crore (Rupees Two Thousand One Hundred 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 proposed RPTs with Cloudcruze are in the interest of the Company as they enable it to leverage the aviation capabilities and aircraft leasing expertise of the entity, thereby ensuring efficient, flexible, and time-sensitive travel for business operations, including access to remote project locations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring commercial competitiveness and alignment with prevailing market terms.

Further, the integrated business model between the Company and Cloudcruze facilitates operational synergies, optimal utilization of aviation infrastructure, and cost efficiencies, while reducing reliance on external service providers. The financial transactions, including loans, advances and guarantees, support aircraft acquisition, leasing, and operational requirements, thereby ensuring availability of critical aviation assets and enabling effective treasury management.

Accordingly, these RPTs contribute to enhanced operational efficiency, improved connectivity, cost optimization, and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.

Details of the proposed RPTs between the Company and Cloudcruze, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated November 11, 2024, read with SEBI Circular dated June 26, 2025 and SEBI Master Circular dated January 30, 2026, are set out below:

Sr. No.	Particulars of the information	Information provided by the management
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Part A: Minimum information of the proposed RPT

A(1) Basic details of the related part

1.	Name of the related party	Cloudcruze Aviation Leasing IFSC Services Private Limited (“ Cloudcruze ”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The Company is engaged in the business of aircraft and aviation asset leasing, management, and advisory services, including operating, financial, and hybrid leasing of aircraft, helicopters, engines, and ground support equipment.

A(2) Relationship and ownership of the related party

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:	<p>Lloyds Metals and Energy Limited (“the Company”) holds 75.62% equity stake in Thriveni Earthmovers and Infra Private Limited (“TEIL”), making TEIL a subsidiary of the listed entity.</p> <p>TEIL holds 100% equity stake in Thriveni Resomin Pte Ltd (“Thriveni Resomin”), which in turn holds 100% equity stake in Cloudcruze.</p> <p>Accordingly, Cloudcruze is a step-down subsidiary of subsidiary of the listed entity and therefore a related party.</p>
	<ul style="list-style-type: none"> ➤ Shareholding of the listed entity, whether direct or indirect, in the related party. 	<p>The Company does not hold any direct shareholding in Cloudcruze.</p> <p>However, it holds an indirect shareholding of 75.62% in the related party through the following chain:</p> <ul style="list-style-type: none"> ➤ LMEL holds 75.62% in TEIL ➤ TEIL holds 100% in Thriveni Resomin ➤ TRPL holds 100% in Cloudcruze
	<ul style="list-style-type: none"> ➤ 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. 	Not Applicable
	<ul style="list-style-type: none"> ➤ Shareholding of the related party, whether direct or indirect, in the listed entity 	Nil

A(3) Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<p>Details of the transactions by LMEL with Cloudcruze:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">Sr. No.</th> <th style="width: 75%;">Nature of transaction for FY26</th> <th style="width: 20%; text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Guarantee Issued</td> <td style="text-align: right;">220.81</td> </tr> <tr> <td>2.</td> <td>Guarantee Charges</td> <td style="text-align: right;">5.28</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">226.09</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	1.	Guarantee Issued	220.81	2.	Guarantee Charges	5.28	Total		226.09
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2.	Guarantee Charges	5.28												
Total		226.09												
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%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">Sr. No.</th> <th style="width: 75%;">Nature of transaction for FY26</th> <th style="width: 20%; text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">Nil*</td> </tr> </tbody> </table> <p>*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).</p>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	Nil*								
Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)												
Nil*														
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																								
A(4) Amount of the proposed transactions (All types of transactions taken together)																										
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">500</td> </tr> <tr> <td>2.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">50</td> </tr> <tr> <td>3.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">500</td> </tr> <tr> <td>4.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">50</td> </tr> <tr> <td>5.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">1,000</td> </tr> <tr> <td>6.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">20</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">2,120</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Availing of Services, including technical, professional, administrative, and support services	500	2.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	3.	Loans and Advances, including inter-corporate deposits	500	4.	Interest on Loans and Advances	50	5.	Providing / Giving of Guarantees, Securities or Indemnities	1,000	6.	Guarantee Commission / Fees	20	Total		2,120
Sr. No.	Nature of transaction	Amount (₹ in crore)																								
1.	Availing of Services, including technical, professional, administrative, and support services	500																								
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5.	Providing / Giving of Guarantees, Securities or Indemnities	1,000																								
6.	Guarantee Commission / Fees	20																								
Total		2,120																								
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 12.40% of Company's annual consolidated turnover of ₹ 17,112.67 Crore for FY 2025-26.																								
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 turnover of Cloudcruze for the Financial Year ended 31 st March, 2026 is nil and accordingly, the value of the proposed transactions as a percentage of the annual consolidated turnover of Cloudcruze is not computable.																								
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">For FY 2024-25 Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">(0.84)</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">2.84</td> </tr> </tbody> </table>	Particulars	For FY 2024-25 Amount (₹ in crore)	Turnover	0.00	Profit After Tax	(0.84)	Net worth	2.84																
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Profit After Tax	(0.84)																									
Net worth	2.84																									

Sr. Particulars of the information No.	Information provided by the management																								
A(5) Basic details of proposed transactions to be approved																									
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">500</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">50</td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">500</td> </tr> <tr> <td style="text-align: center;">4.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">50</td> </tr> <tr> <td style="text-align: center;">5.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">1,000</td> </tr> <tr> <td style="text-align: center;">6.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">20</td> </tr> <tr> <td colspan="2" style="text-align: right;">Total</td> <td style="text-align: right;">2,120</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Availing of Services, including technical, professional, administrative, and support services	500	2.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	3.	Loans and Advances, including inter-corporate deposits	500	4.	Interest on Loans and Advances	50	5.	Providing / Giving of Guarantees, Securities or Indemnities	1,000	6.	Guarantee Commission / Fees	20	Total		2,120
Sr. No.	Nature of transaction	Amount (₹ in crore)																							
1.	Availing of Services, including technical, professional, administrative, and support services	500																							
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5.	Providing / Giving of Guarantees, Securities or Indemnities	1,000																							
6.	Guarantee Commission / Fees	20																							
Total		2,120																							
2. Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and Cloudcruze 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"> (i) availing and rendering of various services such as technical, professional, administrative and support services; (ii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; (iii) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and (iv) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable. <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)	Till the Annual General Meeting of the Company to be held in the year 2027.																								
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	₹ 2,120 Crore (Rupees Two Thousand One Hundred and Twenty Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.																								

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 proposed RPTs with Cloudcruze are in the interest of the Company as they enable it to leverage the aviation capabilities and aircraft leasing expertise of the entity, thereby ensuring efficient, flexible, and time-sensitive travel for business operations, including access to remote project locations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring commercial competitiveness and alignment with prevailing market terms.</p> <p>Further, the integrated business model between the Company and Cloudcruze facilitates operational synergies, optimal utilization of aviation infrastructure, and cost efficiencies, while reducing reliance on external service providers. The financial transactions, including loans, advances and guarantees, support aircraft acquisition, leasing, and operational requirements, thereby ensuring availability of critical aviation assets and enabling effective treasury management.</p> <p>Accordingly, these RPTs contribute to enhanced operational efficiency, improved connectivity, cost optimization, and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.</p>
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
(a)	Name of the director / KMP	Not Applicable
(b)	Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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

Part B: Additional Information

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

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	<p>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.</p>
3.	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:	Nil
(a)	Amount of trade advance	Not Applicable
(b)	Tenure	
(c)	Whether same is self-liquidating?	

Sr. No.	Particulars of the information	Information provided by the management
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		
1	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other Details	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.
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 st March, 2026.
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	Cloudcruze, being a step-down subsidiary of the 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 Cloudcruze.
	(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.

Sr. No.	Particulars of the information	Information provided by the management
2.	Material covenants of the proposed transaction including:	
(a)	commission, if any to be received by the listed entity or its subsidiary	The Company receives 1% per annum on the principle outstanding.
(b)	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.	<p>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.</p> <p>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.</p> <p>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.</p>
3.	<p>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.</p> <p>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>	<p>The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter has been provided is ₹ 220.81 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>
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
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.

Sr. No.	Particulars of the information	Information provided by the management
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Part C: Specific type of the transaction where proposed RPT is material

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

1.	Latest credit rating of the related party	Not Applicable
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	

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

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	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2024-2025 FY 2023-2024 FY 2022-2023	Cloudcruze 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
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.	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 ₹ 220.81 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
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	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	
	FY 2023-2024	
	FY 2022-2023	
C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	(a) Before transaction	0.46
	(b) After transaction	0.50
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	(a) Before transaction	1.36
	(b) After transaction	1.18

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. 19** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 19

None of the 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. 19 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 20

Background, details and benefits of the transaction

Lloyds Metals and Energy Limited (“**the Company**”) holds 49.99% of the equity share capital in Thriveni Pellets Private Limited (“**TPPL**”). TPPL, in turn, holds 100% of the equity share capital in Brahmani River Pellets Limited (“**BRPL**”). Accordingly, BRPL is an indirect associate of the Company. Additionally, Mr. Prabhakaran Sooryanarayanan, Director of BRPL, is the son of Mr. Balasubramanian Prabhakaran, Managing Director & Promoter of the Company. BRPL is engaged in the business of Manufacturing and Selling of Iron Ore Pellets. Considering the operational interdependence and integrated nature of activities, the Company and BRPL enter into various Related Party Transactions (“**RPTs**”) from time to time.

The Company is proposing to enter into RPTs with BRPL 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

The aforesaid transactions by the Company with BRPL, for Financial Year 2026-27 are estimated to be ₹ 2,060 Crore (Rupees Two Thousand and Sixty 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 proposed RPTs with BRPL are considered to be in the interest of the listed entity as they are aligned with the business requirements and operational efficiencies of the Company. The purchase and sale of goods ensure continuity of supply and assured market access on commercially competitive terms. Availing and rendering of services enable the Company to benefit from technical expertise, economies of scale, and efficient utilization of resources. Infrastructure and resource sharing arrangements facilitate optimal cost allocation and reduce overall administrative overheads. Further, transactions relating to purchase and sale/transfer of assets support effective capital deployment and business rationalization. All these transactions are in the ordinary course of business and are carried out on an arm's length basis, ensuring that the interests of the Company are adequately protected.

Details of the proposed RPTs between the Company and BRPL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated November 11, 2024, read with SEBI Circular dated June 26, 2025 and SEBI Master Circular dated January 30, 2026, are set out below:

Sr. No.	Particulars of the information	Information provided by the management						
Part A: Minimum information of the proposed RPT								
A(1) Basic details of the related part								
1.	Name of the related party	Brahmani River Pellets Limited (“BRPL”)						
2.	Country of incorporation of the related party	India						
3.	Nature of business of the related party	Manufacturing and Selling of Iron Ore Pellets						
A(2) Relationship and ownership of the related party								
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 49.99% of the equity share capital in Thriveni Pellets Private Limited (“TPPL”). TPPL, in turn, holds 100% of the equity share capital in BRPL. Accordingly, BRPL is an indirect associate of the Company. Additionally, Mr. Prabhakaran Sooryanarayanan, Director of BRPL, is the son of Mr. Balasubramanian Prabhakaran, Managing Director & Promoter of the Company.						
	➤ Shareholding of the listed entity, whether direct or indirect, in the related party.	The Company does not hold any direct shareholding in BRPL. However, it holds 49.99% equity shares in Thriveni Pellets Private Limited, which in turn holds 100% equity share capital of BRPL.						
	➤ 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.	Not Applicable						
	➤ Shareholding of the related party, whether direct or indirect, in the listed entity	Nil						
A(3) Details of previous transactions with the related party								
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<p>Details of the transactions by LMEL with BRPL:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #f4b084;">Sr. No.</th> <th style="background-color: #f4b084;">Nature of transaction for FY26</th> <th style="background-color: #c00000; color: white;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;">Nil</td> <td></td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)		Nil	
Sr. No.	Nature of transaction for FY26	Amount (₹ 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%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #f4b084;">Sr. No.</th> <th style="background-color: #f4b084;">Nature of transaction for FY26</th> <th style="background-color: #c00000; color: white;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;">Nil</td> <td></td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)		Nil	
Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)						
	Nil							
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																											
A(4) Amount of the proposed transactions (All types of transactions taken together)																													
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">1,000</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">800</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">50</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">50</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">50</td> </tr> <tr> <td>6.</td> <td>Purchase of Assets, including tangible and intangible assets</td> <td style="text-align: right;">100</td> </tr> <tr> <td>7.</td> <td>Sale / Transfer of Assets, including tangible and intangible assets</td> <td style="text-align: right;">10</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">2,060</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	1,000	2.	Sale of Goods, including manufactured and traded products	800	3.	Availing of Services, including technical, professional, administrative, and support services	50	4.	Rendering of Services, including technical, professional, administrative, and support services	50	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	6.	Purchase of Assets, including tangible and intangible assets	100	7.	Sale / Transfer of Assets, including tangible and intangible assets	10	Total		2,060
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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 12.00% of Company’s annual consolidated turnover of ₹ 17,112.67 Crore for FY 2025-26																											
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 76.35% of BRPL’s annual standalone turnover of ₹ 2,698.04 Crore for FY 2025-26.																											
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">For FY 2025-26 Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">2,698.04</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">93.85</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">1,569.36</td> </tr> </tbody> </table>	Particulars	For FY 2025-26 Amount (₹ in crore)	Turnover	2,698.04	Profit After Tax	93.85	Net worth	1,569.36																			
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Total		2,060																											
2.	Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and BRPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.</p> <p>These include:</p> <ol style="list-style-type: none"> i. purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products; ii. availing and rendering of various services such as technical, professional, administrative and support services; iii. infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; iv. purchase, sale or transfer of tangible and intangible assets; <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)	Till the Annual General Meeting of the Company to be held in the year 2027.																											
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	₹ 2,060 Crore (Rupees Two Thousand Sixty Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.																											

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.	The proposed Related Party Transactions with BRPL are considered to be in the interest of the listed entity as they are aligned with the business requirements and operational efficiencies of the Company. The purchase and sale of goods ensure continuity of supply and assured market access on commercially competitive terms. Availing and rendering of services enable the Company to benefit from technical expertise, economies of scale, and efficient utilization of resources. Infrastructure and resource sharing arrangements facilitate optimal cost allocation and reduce overall administrative overheads. Further, transactions relating to purchase and sale/transfer of assets support effective capital deployment and business rationalization. All these transactions are in the ordinary course of business and are carried out on an arm's length basis, ensuring that the interests of the Company are adequately protected.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Mr. Prabhakaran Sooryanarayanan, Director of BRPL, is the son of Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company.
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Balasubramanian Prabhakaran, Managing Director and Promoter of the Company, holds 30.04% equity shares in Thriveni Earthmovers Private Limited, which in turn holds 17.77% equity shares in the Company. Further, the Company holds 49.99% equity shares in Thriveni Pellets Private Limited, which holds 100% equity shares in Brahmani River Pellets Limited.
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

Part B: Additional Information

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

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

Sr. No.	Particulars of the information	Information provided by the management
B(6) 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		
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or 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. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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: Turnover Networth Net Profit	Not applicable, as the proposed transaction does not relate to sale of subsidiary / undertaking.
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.

Part C: Specific type of the transaction where proposed RPT is material

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

1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	No Transaction till 31 st March, 2026
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not Applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not Applicable
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

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. 20** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 20

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. 20 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 21

Background, details and benefits of the transaction

The Members of the Company are informed that pursuant to the Arbitration Award passed by the Sole Arbitrator Mr. Justice A.R. Joshi (Retd.) Former Judge, Bombay High Court, under the Arbitration and Conciliation Act, 1996 on 22nd April, 2022 in the matter of arbitration between Sunflag Iron & Steel Company Limited ("**Sunflag**") and Lloyds Metals and Energy Limited (the "**Company**" / "**LMEL**"), the Company had signed an Ore Purchase Agreement ("**OPA**") dated 02nd May, 2022 and amendment agreement dated 18th August, 2025.

Further, as per the terms and conditions of the OPA, the Company is required to supply / sell iron ore to Sunflag at an agreed pricing as per the OPA.

Further, the provision to Regulation 2(zb)(b)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") inter alia state:

Any person or any entity, holding equity shares of 10% or more with effect from 01st April, 2023; in the listed entity either directly or on beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time during the immediate preceding financial year shall be deemed to be a Related Party".

And hence, Sunflag became a Related Party of the Company with effect from 01st April, 2023. In view of the above, the Company has been selling iron ore to Sunflag at a pre-determined price which is not in accordance with market conditions and not at arm's length basis.

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

- (a) Sale of Goods, including manufactured and traded products
- (b) Availing of Services, including technical, professional, administrative, and support services
- (c) Rendering of Services, including technical, professional, administrative, and support services

Details of the proposed RPTs between the Company and Sunflag, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated

November 11, 2024, read with SEBI Circular dated June 26, 2025 and SEBI Master Circular dated January 30, 2026, are set out below:

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related part		
1.	Name of the related party	Sunflag Iron and Steel Company Limited (" Sunflag ")
2.	Country of incorporation of the related party	India

Sr. No.	Particulars of the information	Information provided by the management
3.	Nature of business of the related party	Manufacturing and selling of high-quality special steel products, including stainless steel, alloy steel, and spring steel.

A(2) Relationship and ownership of the related party

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:	Sunflag holds 10.66% of the equity share capital of Lloyds Metals and Energy Limited ("LMEL"). Accordingly a related party pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations").
	<ul style="list-style-type: none"> ➤ Shareholding of the listed entity, whether direct or indirect, in the related party. 	Nil
	<ul style="list-style-type: none"> ➤ 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. 	Not Applicable
	<ul style="list-style-type: none"> ➤ Shareholding of the related party, whether direct or indirect, in the listed entity 	10.66%

A(3) Details of previous transactions with the related party

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 Sunflag:										
		<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY25</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods</td> <td style="text-align: right;">441.38</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">441.38</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY25	Amount (₹ in crore)	1.	Sale of Goods	441.38	Total		441.38	
Sr. No.	Nature of transaction for FY25	Amount (₹ in crore)										
1.	Sale of Goods	441.38										
Total		441.38										
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%;"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY26*</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods</td> <td style="text-align: right;">331.44</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">331.44</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26*	Amount (₹ in crore)	1.	Sale of Goods	331.44	Total		331.44	
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1.	Sale of Goods	331.44										
Total		331.44										
		<i>*Transactions up to 31st December, 2025</i>										
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										

A(4) Amount of the proposed transactions (All types of transactions taken together)

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:																
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Sr. No.	Nature of transaction	Amount (₹ in crore)																
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Total		1,100																
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 under the provisions of 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 16.37% of Company's annual consolidated turnover of ₹ 6721.40 Crore for FY 2024-25.																

Sr. No.	Particulars of the information	Information provided by the management								
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 31.11 % of Sunflag's annual Consolidated turnover of ₹ 3,535.59 Crore for FY 2024-25.								
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">For FY 2024-25 Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">3,535.59</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">161.75</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">8750.42</td> </tr> </tbody> </table>	Particulars	For FY 2024-25 Amount (₹ in crore)	Turnover	3,535.59	Profit After Tax	161.75	Net worth	8750.42
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A(5) Basic details of proposed transactions to be approved

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">1,000</td> </tr> <tr> <td>2.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">50</td> </tr> <tr> <td>3.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">50</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">1,100</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Sale of Goods, including manufactured and traded products	1,000	2.	Availing of Services, including technical, professional, administrative, and support services	50	3.	Rendering of Services, including technical, professional, administrative, and support services	50	Total		1,100
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2.	Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the Company and Sunflag 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"> (i) sale of goods, including manufactured and traded products (ii) availing and rendering of various services such as technical, professional, administrative and support services; <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)	Till the Annual General Meeting of the Company to be held in the year 2027.															
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	₹ 1,100 Crore (Rupees One Thousand One Hundred Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.															

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.	Pursuant to the Arbitration Award passed by the Sole Arbitrator Mr. Justice A.R. Joshi (Retd.) Former Judge, Bombay High Court, under the Arbitration and Conciliation Act, 1996 on 22 nd April, 2022 in the matter of arbitration between Sunflag and LMEL, the Company had signed an Ore Purchase Agreement (“OPA”) dated 02 nd May, 2022 and amendment agreement dated 18 th August, 2025 with Sunflag. Further, as per the terms and conditions of the OPA, the Company is required to supply / sell iron ore to Sunflag at an agreed pricing as per the OPA.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Nil
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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

Part B: Additional Information

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

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable - as the transaction with sunflag are as per the OPA dated 02 nd May, 2022 and amendment agreement dated 18 th August, 2025 with Sunflag pursuant to Arbitration Award.
2.	Basis of determination of price	The price / consideration for the transactions is determined as per OPA
3.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

Note: The Company is entering into transactions solely pertaining to sale and purchase with Sunflag. Accordingly, the disclosures required under Part B(2) to B(7) and Part C are not applicable.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the **Special Resolution** contained in **Item No. 21** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 21.

No 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. 21 of the notice except to the extent of their shareholding in the Company.

In respect of Item No. 22

Background, details and benefits of the transaction

Pursuant to Regulation 23(2) read with Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), prior approval of the Audit Committee of the Company is required for

related party transactions exceeding ₹ 1 crore (Rupees One Crore Only), whether entered into individually or taken together with previous transactions during a financial year, to which a subsidiary of the listed entity is a party but the listed entity is not a party, if the value of such transactions exceeds the lower of: (i) 10% of the annual standalone turnover of the subsidiary as per its last audited financial statements; or (ii) the threshold for material related party transactions of the listed entity as specified under the Listing Regulations.

Accordingly, since the proposed related party transactions entered into by Thriveni Earthmovers and Infra Private Limited ("**TEIL**") and Lloyds Global Resources FZCO ("**LGRF**") (collectively referred to as the "Subsidiaries of the Company") exceeded 10% of the annual standalone turnover of the respective subsidiaries, the same were approved by the Audit Committee of the Company at its meetings held on 13th March, 2026 and 5th May, 2026.

Further, certain proposed transactions, being in the ordinary course of business and at arm's length basis, also exceed the materiality threshold applicable to the Company under the Listing Regulations and are

therefore being placed before the Members of the Company for their approval by way of an ordinary resolution. The details of such transactions are as under:

1. Related Party Transactions of TEIL:

- a. Thriveni Transport and Logistics Private Limited
- b. Thriveni Sainik Mining Private Limited

2. Related Party Transactions of LGRF:

- a. Surya Mines SARL

Details of the proposed RPTs of TEIL and LGRF with its related parties, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated November 11, 2024, read with SEBI Circular dated 26th June, 2025 and SEBI Master Circular dated January 30, 2026, are set out below:

1. Thriveni Earthmovers and Infra Private Limited with Thriveni Transport and Logistics Private Limited

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related part		
1.	Name of the related party	Thriveni Transport and Logistics Private Limited (Formerly Known as Lloyds Surya Private Limited) (" TTLPL ")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	To carry on the business of providing comprehensive logistics services for the excavation, handling, and transportation of minerals such as iron ore, coal, pellets, and other materials, delivering end-to-end mining logistics solutions that are safe, efficient, and technology-driven.
A(2) Relationship and ownership of the related party		
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 ") directly holds 0.18% of the paid- up share Capital of TTLPL. Further, the Company through its subsidiary namely Thriveni Earthmovers and Infra Private Limited (" TEIL "), holds 99.82% in TTLPL and, accordingly, TTLPL qualifies as a step- down subsidiary of the Company.
	➤ Shareholding of the listed entity, whether direct or indirect, in the related party.	The Company holds 0.18% of the paid-up share capital of TTLPL and The Company holds 75.62% in TEIL and TEIL holds 99.8% in TTLPL.
	➤ 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.	Not Applicable
	➤ Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

Sr. No.	Particulars of the information	Information provided by the management																																	
A(3) Details of previous transactions with the related party																																			
1.	Total amount of all the transactions undertaken by subsidiary with the related party during the last financial year.	<p>Details of the transactions by TEIL with TTLPL:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY26</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of Goods</td> <td style="text-align: right;">0.04</td> </tr> <tr> <td>2.</td> <td>Availing of Services</td> <td style="text-align: right;">0.41</td> </tr> <tr> <td>3.</td> <td>Rendering of Services</td> <td style="text-align: right;">15.44</td> </tr> <tr> <td>4.</td> <td>Purchase of Assets</td> <td style="text-align: right;">20.42</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">36.31</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	1.	Sale of Goods	0.04	2.	Availing of Services	0.41	3.	Rendering of Services	15.44	4.	Purchase of Assets	20.42	Total		36.31															
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Total		36.31																																	
2.	Total amount of all the transactions undertaken by the subsidiary 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"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction for FY26</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;">Nil*</td> <td></td> </tr> </tbody> </table> <p>*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).</p>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	Nil*																													
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Nil*																																			
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																																	
A(4) Amount of the proposed transactions (All types of transactions taken together)																																			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">100</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">100</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">3,000</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">100</td> </tr> <tr> <td>6.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">200</td> </tr> <tr> <td>7.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">20</td> </tr> <tr> <td>8.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">1,000</td> </tr> <tr> <td>9.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">20</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">4,640</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	100	2.	Sale of Goods, including manufactured and traded products	100	3.	Availing of Services, including technical, professional, administrative, and support services	3,000	4.	Rendering of Services, including technical, professional, administrative, and support services	100	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100	6.	Loans and Advances, including inter-corporate deposits	200	7.	Interest on Loans and Advances	20	8.	Providing / Giving of Guarantees, Securities or Indemnities	1,000	9.	Guarantee Commission / Fees	20	Total		4,640
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Total		4,640																																	
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.	Not Applicable																																	

Sr. No.	Particulars of the information	Information provided by the management	
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)	The value of the proposed transaction is 112.46% of Subsidiary's annual standalone turnover of ₹ 4,126.07 Crore for FY 2025-26.	
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 584.27% of TTLPL annual consolidated turnover of ₹ 794.15 Crore for FY 2025-26.	
6.	Financial performance of the related party for the immediately preceding financial year.	Particulars	For FY 2025-26 Amount (₹ in crore)
		Turnover	794.15
		Profit After Tax	158.57
		Net worth	60.1

A(5) Basic details of proposed transactions to be approved

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sr. No.	Nature of transaction	Amount (₹ in crore)
		1.	Purchase of Goods, including raw materials, finished goods, and consumables	100
		2.	Sale of Goods, including manufactured and traded products	100
		3.	Availing of Services, including technical, professional, administrative, and support services	3,000
		4.	Rendering of Services, including technical, professional, administrative, and support services	100
		5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100
		6.	Loans and Advances, including inter-corporate deposits	200
		7.	Interest on Loans and Advances	20
		8.	Providing / Giving of Guarantees, Securities or Indemnities	1,000
		9.	Guarantee Commission / Fees	20
		Total		4,640

Sr. No.	Particulars of the information	Information provided by the management
2.	Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between the TEIL and TTLPL 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"> (i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products; (ii) availing and rendering of various services such as technical, professional, administrative and support services; (iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; (iv) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and (v) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable. <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)	Till the Annual General Meeting of the Company to be held in the year 2027.
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>₹ 4,640 Crore (Rupees Four Thousand Six Hundred and Forty 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>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Not Applicable as the transaction are to be entered between the Subsidiary Company and its related parties, and the listed entity is not a party to the transaction.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Mr. Madhur Gupta, Director of the Company is the Director of TTLPL
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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
Part B: Additional Information		
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		
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. 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	<p>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.</p>

Sr. No.	Particulars of the information	Information provided by the management
3.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

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

1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	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.
	(a) Nature of indebtedness	
	(b) Total cost of borrowing	
	(c) Tenure	
	(d) Other Details	
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 st March, 2026.
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	TTLPL, being a subsidiary of TEIL, 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 TTLPL, 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 TEIL and TTLPL.
	(b) Whether it will create a legally binding obligation on listed entity?	Not Applicable

Sr. No.	Particulars of the information	Information provided by the management
2.	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary</p> <p>(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.</p>	<p>TEIL receives 1% per annum on the principle outstanding.</p> <p>TEIL holds 99.82% equity stake in the concerned entity and exercises operational control over its affairs.</p> <p>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 TEIL.</p> <p>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.</p> <p>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. TEIL 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.</p>
3.	<p>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.</p> <p>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>	<p>Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter.</p> <p>At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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>
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
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.

Sr. No.	Particulars of the information	Information provided by the management
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Part C: Specific type of the transaction where proposed RPT is material

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

1.	Latest credit rating of the related party	Not Applicable
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	

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

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	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2024-2025 FY 2023-2024 FY 2022-2023	TTLPL 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
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.	Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter. At present, no provision is required to be made in the books of account of TEIL as no such obligation is incurred. 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
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following:	No
	(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	
	FY 2023-2024	
	FY 2022-2023	

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	(a) Before transaction	0.00
	(b) After transaction	0.00
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	(a) Before transaction	0.98
	(b) After transaction	0.98

2. Thriveni Earthmovers and Infra Private Limited with Thriveni Sainik Mining Private Limited

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related part		
1.	Name of the related party	Thriveni Sainik Mining Private Limited ("TSMPL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	TEIL is a premier Indian coal mining Mine Developer and Operator ("MDO") specializing in large-scale contract mining. TSMPL is a joint venture of Thriveni Earthmovers and Infra Private Limited ("TEIL") and Thriveni Sainik Mining and Allied Services Limited.
A(2) Relationship and ownership of the related party		
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:	Balasubramanian Prabhakaran, Chairman and Director of TEIL is also a director in the TSMPL.
	➤ Shareholding of the Subsidiary, whether direct or indirect, in the related party.	TEIL holds 74% of the paid-up share capital of TSMPL Directly.
	➤ 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.	Not Applicable
	➤ Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

Sr. No.	Particulars of the information	Information provided by the management
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A(3) Details of previous transactions with the related party

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 TEIL with TSMPL: <table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th style="width: 5%;">Sr. No.</th> <th style="width: 85%;">Nature of transaction for FY26</th> <th style="width: 10%; text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Loan with interest</td> <td style="text-align: right;">7.66</td> </tr> <tr> <td>2.</td> <td>Sale of Goods and Services</td> <td style="text-align: right;">271.80</td> </tr> <tr> <td>3.</td> <td>Purchase of Goods and Services</td> <td style="text-align: right;">36.82</td> </tr> <tr> <td>4.</td> <td>Sale of Assets</td> <td style="text-align: right;">0.16</td> </tr> <tr> <td>5.</td> <td>Investment</td> <td style="text-align: right;">2</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">318.44</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	1.	Loan with interest	7.66	2.	Sale of Goods and Services	271.80	3.	Purchase of Goods and Services	36.82	4.	Sale of Assets	0.16	5.	Investment	2	Total		318.44
Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)																					
1.	Loan with interest	7.66																					
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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="width: 5%;">Sr. No.</th> <th style="width: 85%;">Nature of transaction for FY26</th> <th style="width: 10%; text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">Nil*</td> </tr> </tbody> </table> <p style="font-size: small; margin-top: 5px;">*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).</p>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)	Nil*																	
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Nil*																							
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																					

A(4) Amount of the proposed transactions (All types of transactions taken together)

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: <table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th style="width: 5%;">Sr. No.</th> <th style="width: 85%;">Nature of transaction</th> <th style="width: 10%; text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">100</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">200</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">100</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">100</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	100	2.	Sale of Goods, including manufactured and traded products	200	3.	Availing of Services, including technical, professional, administrative, and support services	100	4.	Rendering of Services, including technical, professional, administrative, and support services	100	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100
Sr. No.	Nature of transaction	Amount (₹ in crore)																		
1.	Purchase of Goods, including raw materials, finished goods, and consumables	100																		
2.	Sale of Goods, including manufactured and traded products	200																		
3.	Availing of Services, including technical, professional, administrative, and support services	100																		
4.	Rendering of Services, including technical, professional, administrative, and support services	100																		
5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100																		

Sr. No.	Particulars of the information	Information provided by the management	
		Sr. No.	Amount (₹ in crore)
		6.	500
		7.	50
		8.	250
		9.	50
		10.	350
		11.	200
		Total	2,000
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.	Not Applicable	
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)	The value of the proposed transaction is 48.47% of Subsidiary's annual standalone turnover of ₹ 4,126.07 Crore for FY 2025-26.	
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 96.79% of TSMPL annual standalone turnover of ₹ 2,066.40 Crore for FY 2025-26.	
6.	Financial performance of the related party for the immediately preceding financial year.	Particulars	For FY 2025-26 Amount (₹ in crore)
		Turnover	2,066.40
		Profit After Tax	26.45
		Net worth	368.63

Sr. No.	Particulars of the information	Information provided by the management
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A(5) Basic details of proposed transactions to be approved

Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)

Sr. No.	Nature of transaction	Amount (₹ in crore)
1.	Purchase of Goods, including raw materials, finished goods, and consumables	100
2.	Sale of Goods, including manufactured and traded products	200
3.	Availing of Services, including technical, professional, administrative, and support services	100
4.	Rendering of Services, including technical, professional, administrative, and support services	100
5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100
6.	Loans and Advances, including inter-corporate deposits	500
7.	Interest on Loans and Advances	50
8.	Providing / Giving of Guarantees, Securities or Indemnities	250
9.	Consultancy Services	50
10.	Rental Income	350
11.	Providing specialized equipment on a rental basis, supporting their operational needs and reducing Thriveni Sainik Mining Private Limited's ("TSMPL") capital expenditure. Also providing consultancy services, including project management, manpower, resource planning, and operational optimization, adding strategic value to TSMPL's operations.	200
Total		2,000

2. Details of the proposed transaction

The proposed Related Party Transactions to be entered into between the subsidiary and TSMPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.

These include:

- (i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products;
- (ii) availing and rendering of various services such as technical, professional, administrative and support services;
- (iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses;
- (iv) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and
- (v) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable.

Sr. No.	Particulars of the information	Information provided by the management
		(vi) Providing specialized equipment on a rental basis, supporting their operational needs and reducing Thriveni Sainik Mining Private Limited's ("TSMPL") capital expenditure. Also providing consultancy services, including project management, manpower, resource planning, and operational optimization, adding strategic value to TSMPL's operations. All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the Annual General Meeting of the Company to be held in the year 2027.
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	₹ 2,000 Crore (Rupees Two Thousand Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Not Applicable as the transaction are to be entered between the Subsidiary Company and its related parties, and the listed entity is not a party to the transaction.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	Balasubramanian Prabhakaran, Chairman and Director of TEIL is also a director in the TSMPL.
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
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

Part B: Additional Information

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

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

Sr. No.	Particulars of the information	Information provided by the management
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		
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other Details	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..
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 st March, 2026.
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	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 TEIL and TSMPL.
	(b) Whether it will create a legally binding obligation on listed entity?	Not Applicable
2.	Material covenants of the proposed transaction including: commission, if any to be received by the listed entity or its subsidiary contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not Applicable TEIL receives 1% per annum on the principle outstanding. 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 TEIL. 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. TEIL 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.

Sr. No.	Particulars of the information	Information provided by the management
3.	<p>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.</p> <p>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>	<p>Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter.</p> <p>At present, no provision is required to be made in the books of account of TEIL as no such obligation is incurred. 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>

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

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.

Part C: Specific type of the transaction where proposed RPT is material

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

1.	Latest credit rating of the related party	Long Term Rating: A+/Stable Short Term Rating: A+
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 2025-2026	Not Applicable
	FY 2024-2025	
	FY 2023-2024	

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

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	Long Term Rating: A+/Stable Short Term Rating: A+
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Sr. No.	Particulars of the information	Information provided by the management
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-2026 FY 2024-2025 FY 2023-2024	TSMPL 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
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.	Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter. At present, no provision is required to be made in the books of account of TEIL as no such obligation is incurred. 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.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following:	No
(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. FY 2025-2026 FY 2024-2025 FY 2023-2024	No
C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	0.00
(b)	After transaction	0.00
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
(a)	Before transaction	0.98
(b)	After transaction	0.98
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		
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	No Transaction till 31 st March, 2026
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not Applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not Applicable

Sr. No.	Particulars of the information	Information provided by the management
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

3. Lloyds Global Resources FZCO (LGRF) with Surya Mines SARL

Sr. No.	Particulars of the information	Information provided by the management
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Part A: Minimum information of the proposed RPT

A(1) Basic details of the related part

1.	Name of the related party	Surya Mines SARL (" Surya Mines ")
2.	Country of incorporation of the related party	Democratic Republic of the Congo
3.	Nature of business of the related party	Copper Mining and Processing

A(2) Relationship and ownership of the related party

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 Global resources FZCO (" LGRF ") is a wholly owned subsidiary of Lloyds Metals and Energy Limited (" LMEL/the Company "). Further, LGRF holds 50% shareholding in Nexus Holdco FZCO (" Nexus ") and Nexus holds 90% stake in Surya Mines.
	<ul style="list-style-type: none"> ➤ Shareholding of the listed entity, whether direct or indirect, in the related party. 	Lloyds Global resources FZCO (" LGRF ") is a wholly owned subsidiary of Lloyds Metals and Energy Limited (" LMEL/the Company "). Further, LGRF holds 50% shareholding in Nexus Holdco FZCO (" Nexus ") and Nexus holds 90% stake in Surya Mines.
	<ul style="list-style-type: none"> ➤ 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. 	Not Applicable
	<ul style="list-style-type: none"> ➤ Shareholding of the related party, whether direct or indirect, in the listed entity 	Nil

A(3) Details of previous transactions with the related party

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 LGRF with Surya Mines						
		<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of transaction for FY26</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td>Nil</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)			Nil
Sr. No.	Nature of transaction for FY26	Amount (₹ 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"> <thead> <tr> <th>Sr. No.</th> <th>Nature of transaction for FY26</th> <th>Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td>Nil*</td> </tr> </tbody> </table> <p>*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1).</p>	Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)			Nil*
Sr. No.	Nature of transaction for FY26	Amount (₹ in crore)						
		Nil*						
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																																	
A(4) Amount of the proposed transactions (All types of transactions taken together)																																			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">2,500</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">500</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">200</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">500</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">100</td> </tr> <tr> <td>6.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">1,500</td> </tr> <tr> <td>7.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">200</td> </tr> <tr> <td>8.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">500</td> </tr> <tr> <td>9.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">5</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">6,005</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	2,500	2.	Sale of Goods, including manufactured and traded products	500	3.	Availing of Services, including technical, professional, administrative, and support services	200	4.	Rendering of Services, including technical, professional, administrative, and support services	500	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100	6.	Loans and Advances, including inter-corporate deposits	1,500	7.	Interest on Loans and Advances	200	8.	Providing / Giving of Guarantees, Securities or Indemnities	500	9.	Guarantee Commission / Fees	5	Total		6,005
Sr. No.	Nature of transaction	Amount (₹ in crore)																																	
1.	Purchase of Goods, including raw materials, finished goods, and consumables	2,500																																	
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9.	Guarantee Commission / Fees	5																																	
Total		6,005																																	
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.	Not Applicable																																	
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)	NA																																	
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.	NA																																	
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">For FY 2025-26 Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">-</td> </tr> </tbody> </table>	Particulars	For FY 2025-26 Amount (₹ in crore)	Turnover	-	Profit After Tax	-	Net worth	-																									
Particulars	For FY 2025-26 Amount (₹ in crore)																																		
Turnover	-																																		
Profit After Tax	-																																		
Net worth	-																																		

Sr. No.	Particulars of the information	Information provided by the management																																	
A(5) Basic details of proposed transactions to be approved																																			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Nature of transaction</th> <th style="text-align: right;">Amount (₹ in crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods, including raw materials, finished goods, and consumables</td> <td style="text-align: right;">2,500</td> </tr> <tr> <td>2.</td> <td>Sale of Goods, including manufactured and traded products</td> <td style="text-align: right;">500</td> </tr> <tr> <td>3.</td> <td>Availing of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">200</td> </tr> <tr> <td>4.</td> <td>Rendering of Services, including technical, professional, administrative, and support services</td> <td style="text-align: right;">500</td> </tr> <tr> <td>5.</td> <td>Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses</td> <td style="text-align: right;">100</td> </tr> <tr> <td>6.</td> <td>Loans and Advances, including inter-corporate deposits</td> <td style="text-align: right;">1,500</td> </tr> <tr> <td>7.</td> <td>Interest on Loans and Advances</td> <td style="text-align: right;">200</td> </tr> <tr> <td>8.</td> <td>Providing / Giving of Guarantees, Securities or Indemnities</td> <td style="text-align: right;">500</td> </tr> <tr> <td>9.</td> <td>Guarantee Commission / Fees</td> <td style="text-align: right;">5</td> </tr> <tr> <td colspan="2">Total</td> <td style="text-align: right;">6,005</td> </tr> </tbody> </table>	Sr. No.	Nature of transaction	Amount (₹ in crore)	1.	Purchase of Goods, including raw materials, finished goods, and consumables	2,500	2.	Sale of Goods, including manufactured and traded products	500	3.	Availing of Services, including technical, professional, administrative, and support services	200	4.	Rendering of Services, including technical, professional, administrative, and support services	500	5.	Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	100	6.	Loans and Advances, including inter-corporate deposits	1,500	7.	Interest on Loans and Advances	200	8.	Providing / Giving of Guarantees, Securities or Indemnities	500	9.	Guarantee Commission / Fees	5	Total		6,005
Sr. No.	Nature of transaction	Amount (₹ in crore)																																	
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8.	Providing / Giving of Guarantees, Securities or Indemnities	500																																	
9.	Guarantee Commission / Fees	5																																	
Total		6,005																																	
2.	Details of the proposed transaction	<p>The proposed Related Party Transactions to be entered into between LGRF and SARL 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"> (i) purchase and sale of goods, including raw materials, finished goods and consumables, as well as manufactured and traded products; (ii) availing and rendering of various services such as technical, professional, administrative and support services; (iii) infrastructure and resource sharing arrangements, including cost allocation, recovery and reimbursement of shared expenses; (iv) financial transactions including loans, advances and inter-corporate deposits, along with payment/receipt of interest thereon; and (v) providing of guarantees, securities or indemnities, and payment or receipt of guarantee commission or fees, as applicable. <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)	Till the Annual General Meeting of the Company to be held in the year 2027																																	
4.	Whether omnibus approval is being sought?	Yes																																	

Sr. No.	Particulars of the information	Information provided by the management
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	₹ 6,005 Crore (Rupees Six Thousand and Five Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Not Applicable as the transaction are to be entered between the Subsidiary Company and its related parties, and the listed entity is not a party to the transaction.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	(a) Name of the director / KMP	NIL
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
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

Part B: Additional Information

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

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient
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.	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:	Nil
	(a) Amount of trade advance	Not Applicable
	(b) Tenure	
	(c) Whether same is self-liquidating?	

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

1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	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.
	(a) Nature of indebtedness	
	(b) Total cost of borrowing	
	(c) Tenure	
	(d) Other Details	
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 st March, 2026.

Sr. No.	Particulars of the information	Information provided by the management
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% 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	<p>The guarantee/ security/ indemnity is proposed to be provided to support the financial and operational requirements of the entity, enabling it to avail credit/financial facilities on commercially viable terms and ensure smooth conduct of its business operations.</p> <p>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 LGRF and SARL.</p>
	(b) Whether it will create a legally binding obligation on listed entity?	Not Applicable
2.	Material covenants of the proposed transaction including:	
	(i) commission, if any to be received by the listed entity or its subsidiary	LGRF 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.	<p>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 LGRF.</p> <p>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.</p> <p>However, in the event that the guarantee, surety, indemnity or comfort letter is invoked, LGRF (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. LGRF 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.</p>
3.	<p>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.</p> <p>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>	<p>Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter.</p> <p>At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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
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B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

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.

Part C: Specific type of the transaction where proposed RPT is material

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

1.	Latest credit rating of the related party	Not Applicable
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	

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

2.	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	N.A.
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Sr. No.	Particulars of the information	Information provided by the management
3.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <p>FY 2024-2025</p> <p>FY 2023-2024</p> <p>FY 2022-2023</p>	<p>SARL 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</p>
4.	<p>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>	<p>Currently there are no obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter.</p> <p>At present, no provision is required to be made in the books of account of the Company as no such obligation is incurred. 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>
5.	<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>	No
	(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
	<p>FY 2024-2025</p> <p>FY 2023-2024</p> <p>FY 2022-2023</p>	
C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	(a) Before transaction	0.00
	(b) After transaction	219.45:1
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	(a) Before transaction	0.00
	(b) After transaction	219.45:1



The said transactions, being a material RPTs of the Subsidiaries of the Company, 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. 22** of the accompanying Notice to the Members for approval.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 22

Except Mr. Balasubramanian Prabhakaran, together with his relatives none of the 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. 22 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: 05th May, 2026
Place: Mumbai

Registered Office:

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

CIN: L40300MH1977PLC019594

E-mail: investor@lloyds.in

Website: www.lloyds.in

ANNEXURE TO THE NOTICE DATED 05th MAY, 2026

Particulars of the Directors seeking Appointment / re-appointment / approval of remuneration at 49th Annual General Meeting ("AGM") pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):

Mr. Balasubramanian Prabhakaran

Managing Director



Particulars	Details
Name of the Director	Mr. Balasubramanian Prabhakaran
DIN	01428366
Designation	Managing Director
Date of Birth	17 th April, 1973
Age	53
Nationality	Indian
Date of first appointment on the Board	7 th October, 2021
Date of re- appointment by the Members	8 th August, 2023
Qualifications	Bachelor of Computer Science
Brief profile/experience/expertise in functional areas	<p>Mr. Balasubramanian Prabhakaran is a distinguished leader in the mining and infrastructure sector, whose vision and stewardship have been instrumental in building large-scale, efficient, and future-ready operations. With over three decades of extensive experience, he brings a unique blend of technical expertise, operational excellence, and systems-driven leadership.</p> <p>As the Founder and Managing Director of Thriveni Earthmovers, established in 1993 with a single excavator, Mr. Prabhakaran has demonstrated exceptional entrepreneurial acumen by scaling the business into one of India's largest private Mining Developer and Operators (MDOs). His proven ability to conceptualize, execute, and expand complex projects has positioned him as a respected figure in the industry.</p> <p>Over the course of his career, he has led transformative initiatives encompassing advanced infrastructure development, technological innovation, process optimization, and human capital enhancement. His leadership is marked by a strong emphasis on sustainability, efficiency, and scalability, with a systems-thinking approach that ensures long-term value creation.</p> <p>Mr. Prabhakaran is also recognized for his commitment to integrating environmental, social, and governance (ESG) principles into business operations. His approach to growth places equal importance on community development and inclusive progress, reflecting a balanced and responsible leadership philosophy.</p> <p>In recognition of his exemplary leadership, deep industry knowledge, and continued contribution to the organization's growth and governance, the Board considers it desirable to reappoint Mr. Balasubramanian Prabhakaran, thereby ensuring continuity of leadership and sustained strategic direction.</p>

Particulars	Details
Number of Equity Shares held in the Company as on 31 st March, 2026 including as a beneficial owner	Nil
Directorships on other Board as on 31 st March, 2026	<p>Listed Company:</p> <p>(a) Lloyds Engineering Works Limited</p> <p>Unlisted Public Company:</p> <p>(a) Thriveni Earthmovers and Infra Private Limited*</p> <p>(b) Lloyds Steel Private Limited* (formerly known as Lloyds Logistics Private Limited)</p> <p>(c) Lloyds Infinite Foundation</p> <p>(d) Lloyds Ferra Global Private Limited*</p> <p>*Deemed public Companies</p> <p>Private Companies:</p> <p>(a) Thriveni Earthmovers Private Limited</p> <p>(b) KJS Pellets & Power Private Limited</p> <p>(c) Geomysore Services India Pvt Ltd</p> <p>(d) Thriveni Sainik Mining Private Limited</p> <p>(e) Liberating Minds Foundation</p> <p>(f) Thriveni Sainik PBNW Private Limited</p> <p>(g) Thriveni Metals Private Limited</p> <p>(h) Sompuri Natural Resources Private Limited</p> <p>(i) Sompuri Infrastructure Private Limited</p> <p>(j) Mahaprabhu Ventures Private Limited</p> <p>(k) Mandovi River Pellets Private Limited</p> <p>(l) Safe and Sound Holdings Private Limited</p> <p>(m) Prakar Estates and Holdings Private Limited</p>
Listed entities from which the director has resigned in past three (3) years	Nil
Committee Membership of other Board as on 31 st March, 2026	Nil
Number of Board Meetings attended during the Financial Year 2025-2026	7
Remuneration last drawn (FY 2025-26)	₹ 2,40,00,000
Remuneration sought to be paid	As per terms of appointment as approved by the Board and Shareholders of the Company
Relationship with other Directors, Manager and KMP	Mr. Balasubramanian Prabhakaran is not related to any of the Directors, Key Managerial Personnel and Managers
Terms and conditions of appointment	Mr. Balasubramanian Prabhakaran is appointed as Managing Director of the Company for a period of 5 (Five) years w.e.f. 08 th August, 2023.

Mr. Venkateswaran Soundrarajan

Executive Director



Particulars	Details
Name of the Director	Mr. Venkateswaran Soundrarajan
DIN	08035383
Designation	Executive Director
Date of Birth	05 th June, 1970
Age	55
Nationality	Indian
Date of first appointment on the Board	8 th August, 2023
Date of re- appointment by the Members	-
Qualifications	Bachelors of Arts
Brief profile/experience/expertise in functional areas	Mr. Venkateswaran Soundrarajan, brings over three decades of rich experience in mining operations and project execution. He is widely recognized for his strong operational acumen, in-depth understanding of mining processes, and ability to drive strategic execution. He joined the Company as Executive Director on 8 th August 2023, and has since been instrumental in strengthening and leading the Company's mining operations. In view of his vast experience and valuable contributions, the Board considers his reappointment to be in the best interest of the Company
Number of Equity Shares held in the Company as on 31 st March, 2026 including as a beneficial owner	10929 Equity Shares
Directorships on other Board as on 31 st March, 2026	Listed Company: Nil Unlisted Public Company: (a) Lloyds Infrastructure & Construction Limited (b) Lloyds Ferra Forge Global Private Limited* *Deemed Public Company Private Company: (a) Thriveni Bhushilp Exploration Private Limited
Listed entities from which the director has resigned in past three (3) years	Nil
Committee Membership of other Board as on 31 st March, 2026	Nil
Number of Board Meetings attended during the Financial Year 2025-26	7
Remuneration last drawn (FY 2025-26)	₹ 2,06,25,015
Remuneration sought to be paid	As per terms of appointment as approved by the Board and Shareholders of the Company
Relationship with other Directors, Manager and KMP	Mr. Venkateswaran Soundrarajan is not related to any other Directors, Manger and Key Managerial Personnel
Terms and conditions of appointment	Mr. Soundrarajan Venkateswaran (DIN: 08035383) shall be for a period of 5 years liable to retire by rotation

Mr. Ramesh Luharuka

Non-executive Independent Director



Particulars	Details
Name of the Director	Mr. Ramesh Luharuka
DIN	00001380
Designation	Non-executive Independent Director
Date of Birth	14 th October, 1954
Age	71
Nationality	Indian
Date of first appointment on the Board	7 th October, 2021
Date of re- appointment by the Members	-
Qualifications	Chartered Accountant and Company Secretary
Brief profile/experience/expertise in functional areas	<p>Mr. Ramesh Luharuka is a Fellow Member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, with over four decades of rich experience in corporate finance, investment banking, taxation, and regulatory advisory. He is widely recognised for his strategic insights in capital markets, financial restructuring, and corporate governance.</p> <p>Mr. Luharuka currently leads a reputed chartered accountancy firm and has advised several leading businesses across diverse sectors. Over the years, he has also served on the boards of various companies, providing valuable guidance on financial management, governance practices, and regulatory compliance.</p>
Number of Equity Shares held in the Company as on 31 st March, 2026 including as a beneficial owner	Nil
Directorships on other Board as on 31 st March, 2026	Listed Company: Nil Unlisted Company: Nariman Point Finance Limited
Listed entities from which the director has resigned in past three (3) years	Nil
Committee Membership of other Board as on 31 st March, 2026	Nil
Number of Board Meetings attended during the Financial Year 2025-26	8
Remuneration last drawn (FY 2025-26)	Sitting fees as approved by the Board of Directors
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors
Relationship with other Directors, Manager and KMP	Mr. Ramesh Luharuka is not related to any other Directors, Manger and KMP
Terms and conditions of appointment	Re-appointment as an Independent Director for a period of 5 years commencing from 07 th October, 2026 to 06 th October, 2032 (both days inclusive).

Dr. Seema Saini

Non-executive Independent Director



Particulars	Details
Name of the Director	Dr. Seema Saini
DIN	09539941
Designation	Non-executive Independent Director
Date of Birth	06 th February, 1965
Age	61
Nationality	Indian
Date of first appointment on the Board	30 th March, 2022
Date of re- appointment by the Members	-
Qualifications	Ph.D. in Economics Master's Degree in Economics – University of Mumbai Master's Degree in Human Resource Development – Xavier University, Cincinnati(USA)
Brief profile/experience/expertise in functional areas	<p>Dr. Seema Saini holds a Ph.D. from University of Mumbai along with advanced degrees in Economics and Human Resource Development from Xavier University. She brings over 33 years of rich experience in the education sector and is widely recognised for her contributions towards academic excellence and institutional leadership.</p> <p>Dr. Saini currently serves as the Chief Executive Officer of N. L. Dalmia Educational Society. She is also the Principal of N. L. Dalmia High School and the Acting Director of N. L. Dalmia Institute of Management Studies & Research. Through her leadership roles, she has played a significant part in strengthening academic standards, institutional development, and educational governance.</p> <p>Recognised nationally for her contributions to education and leadership development, Dr. Saini actively serves on various academic and industry advisory boards.</p>
Number of Equity Shares held in the Company as on 31 st March, 2026 including as a beneficial owner	Nil
Directorships on other Board as on 31 st March, 2026	Nil
Listed entities from which the director has resigned in past three (3) years	Nil
Committee Membership of other Board as on 31 st March, 2026	Nil
Number of Board Meetings attended during the Financial Year 2025-26	6
Remuneration last drawn (FY 2025-26)	Sitting fees as approved by the Board of Directors
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors
Relationship with other Directors, Manager and KMP	Dr. Seema Saini is not related to any other Directors, Manger and Key Managerial Personnel
Terms and conditions of appointment	Re-appointment as an Independent Director for a period of 5 years commencing from 30 th March, 2027 to 29 th March, 2032 (both days inclusive).

Mr. Shabbirhusein Shaikhadam Khandwawala's

Non-executive Non-Independent Director



Particulars	Details
Name of the Director	Mr. Shabbirhusein Shaikhadam Khandwawala
DIN	10821717
Designation	Non-executive Non-Independent Director
Date of Birth	08 th August, 1950
Age	75 years
Nationality	Indian
Date of first appointment on the Board	18 th December, 2024
Date of re- appointment by the Members	11 th September, 2025 (Change in designation)
Qualifications	Master of Science degree in Organic Chemistry
Brief profile/experience/expertise in functional areas	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.
Number of Equity Shares held in the Company as on 31 st March, 2026 including as a beneficial owner	Nil
Directorships on other Board as on 31 st March, 2026	Nil
Listed entities from which the director has resigned in past three (3) years	Nil
Committee Membership of other Board as on 31 st March, 2026	Nil
Number of Board Meetings attended during the Financial Year 2025-26	7
Remuneration last drawn (FY 2025-26)	Sitting Fees as approved by the Board of Directors
Remuneration sought to be paid	As per terms of appointment as approved by the Board and Shareholders of the Company
Relationship with other Directors, Manager and KMP	There is no inter-se relationship between Mr. Khandwawala and other Director's/Manager/ Key Managerial Personnel of the Company.
Terms and conditions of appointment	Terms of conditions of appointment will be same as previously approved by the Board of Directors and Members of the Company

Summarized Information at Glance

Particulars	Details
Time and Date of AGM	Friday, 19 th June, 2026 at 12:00 Noon
Venue / Mode	Through Video Conferencing/Other Audio Visual Means
Record Date for payment of final dividend	Friday, 12 th June, 2026
Book Closure Dates	From: Saturday, 13 th June, 2026 To: Friday, 19 th June, 2026
Final Dividend Recommended for the Financial Year 2025-26	₹ 1 (Rupee One Only) per equity share
Final dividend payout date, if approved by the Members	On or after Thursday, 25 th June, 2026
Detailed information on TDS	https://lloyds.in/investors/shareholders-information/
Cut-off date for e-Voting	Friday, 12 th June, 2026
E-voting start date and time	Monday, 15 th June, 2026 at 09:00 A.M. IST
E-voting end date and time	Thursday, 18 th June, 2026 at 05:00 P.M. IST
E-voting website links (please use as applicable)	https://eservices.nsdl.com https://web.cdslindia.com/myeasi/home/login
E-voting Event Number (EVEN)	139398
Weblink for temporary registration to receive AGM Notice and credentials for E-voting / AGM	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 Link for Members Query: https://www.bigshareonline.com/InvestorLogin.aspx
Contact Details of the Company	Akshay Vora Company Secretary & Compliance Officer Lloyds Metals and Energy Limited Plot No. A 1-2, MIDC Area, Ghugus, Chandrapur - 442505, Maharashtra, India. Tel. No.: +91-022-62918111 E-mail : investor@lloyds.in Website : www.lloyds.in