LLOYDS METALS AND ENERGY LIMITED

Regd. Office and Works : Plot No: A 1-2, MIDC Area, Ghugus, District Chandrapur – 442505, Maharashtra, India.
Corporate Office : A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, India. **Phone:** +91-22-62918111
Website: www.lloyds.in | **CIN:** L40300MH1977PLC019594 | **Email:** investor@lloyds.in

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Friday, 25th September, 2026	**Saturday, 24th October, 2026**

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively, **"MCA Circulars"**) and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), to transact the below mentioned proposed special businesses by the Members of Lloyds Metals and Energy Limited ("**the Company**") (as on the Cut-off Date) by passing resolutions through postal ballot ("**Postal Ballot**") by way of remote e-voting only ("**e-voting** / **remote e-voting**").

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

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

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

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Saturday, 24th October, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. APPROVAL FOR APPOINTMENT OF MR. AVIJIT GHOSH (DIN: 03101511), 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, 150, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), including Regulations 17(1C) and 25(2A) thereof as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Avijit Ghosh (DIN: 03101511), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 10th August, 2026, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as an Additional Director in terms of Section 161(1) of the Act, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from 10th August, 2026 up to 09th August, 2031 (both days inclusive).

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

2. APPROVAL FOR CONVERSION OF LOAN INTO EQUITY SHARES OF THE COMPANY PURSUANT TO SECTION 62(3) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read with the applicable rules made thereunder, including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force, and in accordance with the Memorandum of Association and Articles of Association of the Company and all other applicable law(s), regulation(s) and guideline(s), and in accordance with the terms and conditions of the financing documents to be entered into by the Company with the lenders (as defined hereinafter) (the **"Financing Documents"**), consent and 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, unless the context otherwise requires, be deemed to include any committee constituted or to be constituted by the Board, and any officer(s) authorised by the Board to exercise the powers conferred upon the Board by this Resolution), to convert, at the option of the lenders, the whole or any part of the outstanding loans of the Company from banks and financial institutions (hereinafter collectively referred to as the **"Lenders"**), or any other financial assistance categorised as loans (hereinafter collectively referred to as the **"Financial Assistance"**), whether in foreign currency or Indian Rupees, from time to time, within the overall borrowing limits approved by the Members of the Company pursuant to Section 180(1)(c) of the Act, from time to time, each such Financial Assistance being separate and distinct from the other, into fully paid-up equity shares of the Company, on such terms and conditions as may be stipulated in the Financing Documents and subject to applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue, offer and allot, from time to time, to the Lenders such number of equity shares as may be required pursuant to the conversion of the outstanding portion of the loans, as may be determined in accordance with the terms and conditions of the Financing Documents and applicable law; and to take all such steps as may be necessary, desirable or expedient for obtaining the in-principle approval(s) of, and listing and trading of such equity shares on, BSE Limited, National Stock Exchange of India Limited and/or such other stock exchange(s) on which the equity shares of the Company are listed or may be listed from time to time, and for admission of such equity shares with the Depositories.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to the aforesaid conversion shall rank pari passu in all respects with the existing Equity Shares of the Company, subject to the terms of the Financing Documents and applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option.

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

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

Akshay Vora
Company Secretary
Membership No.: ACS43122

Date: 21st September, 2026
Place: Mumbai

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

Notes:

1. The relevant explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act and Rules 20 and 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.

2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on Friday, 18th September, 2026 ("**cut-off date**") and whose email addresses are registered with the Company/ RTA/ Depositories.

3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

5. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting to enable the Members to cast their votes electronically.

6. The remote e-voting shall commence on Friday, 25th September, 2026 at 9:00 A.M. (IST) and shall end on Saturday, 24th October, 2026 at 5:00 P.M. (IST) During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

7. The detailed procedure with respect to remote e-voting is mentioned in note after Note No. 13 of this Notice.

8. The vote in this Postal Ballot cannot be exercised through proxy

9. The SEBI has mandated the submission of the Permanent Account Number ("**PAN**") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, Bigshare Services Private Limited ("**RTA**").

10. Those Members whose email IDs are not registered can get their Email ID registered as follows:

    a. Members holding shares in de-mat form can get their E-mail ID registered by contacting their respective Depository Participant.

    b. Members holding shares in physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email id investor@bigshareonline.com or by sending request along with the requisite details and documents as mentioned under "Instructions for Registration of Email Address" in this Notice to our RTA on their email id investor@bigshareonline.com.

11. A copy of this Notice is also available on the website of the Company at www.lloyds.in and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") 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.

12. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement, all the material documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Friday, 25th September, 2026 to Saturday, 24th October, 2026 basis the request being sent on investor@lloyds.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

13. The results declared along with the Scrutiniser's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, where the shares of the Company are listed and shall be placed on the Company's website www.lloyds.in and on the website of NSDL www.evoting.nsdl.com immediately.

THE INSTRUCTIONS FOR REMOTE E-VOTING (ELECTRONIC VOTING) ARE AS FOLLOWS:

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

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual Members holding securities in demat mode

In terms of Securities and Exchange Board of India ("**SEBI**") circular dated 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. 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 Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk Details
NSDL	Email: evoting@nsdl.com / Tel.: 022 - 4886 7000
CDSL	Email: helpdesk.evoting@cdslindia.com / Tel.: 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

   (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   (c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "**Initial password**" or have forgotten your password:

   (a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   (b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.

8. Now, you will have to click on "**Login**" button.

9. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card by email to evoting@nsdl.com.

2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to evoting@nsdl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile No. and email address correctly in their demat account in order to access e-voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mitesh@mjshah.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 or send a request to Ms. Pallavi Mhatre, Asst. Vice President – NSDL or Mr. Amit Vishal, Deputy Vice-President – NSDL at evoting@nsdl.com.

4. You can also update your Mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

5. The Board of Directors has appointed Mr. Mitesh Shah (Membership No.: F10070) from Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH104700), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

THE INSTRUCTIONS FOR REGISTRATION OF EMAIL ADDRESS

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@lloyds.in

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@lloyds.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. 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.

5. Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("**the Act**")

The following statement sets out all the material facts relating the Resolutions to be passed as mentioned in the accompanying Notice:

Item No.1:

Based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("**the Act**") read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 10th August, 2026, had approved the appointment of Mr. Avijit Ghosh (DIN: 03101511) as an Additional Director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years i.e. from 10th August, 2026 to 09th August, 2031 (both days inclusive), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director requires approval of the Members by way of a Special Resolution and, in terms of Regulation 17(1C) of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), such approval is required to be obtained within a period of three months from the date of appointment.

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

Brief Profile of Mr. Avijit Ghosh

Mr. Avijit Ghosh holds a Bachelor of Technology (B.Tech.) in Mining Engineering from IIT (ISM), Dhanbad, completed in 1980, and is a member of The Institution of Engineers (India).

With over four decades of experience in the mining, metals and heavy engineering sectors, Mr. Ghosh has held senior leadership positions with leading public and private sector enterprises, with expertise in mining operations, capacity expansion, project execution, strategic leadership and industrial management.

Mr. Ghosh served as Director (Mining) at Hindustan Copper Limited from June 2010 to December 2014, where he played a key role in formulating plans to enhance mining capacity from 3.2 MTPA to 12.4 MTPA. He was instrumental in preparation of DPRs and obtaining Board approvals for expansion of existing mines, reopening of closed mines and development of greenfield mines, besides initiatives for improving mining methods and production.

He subsequently served as Chairman and Managing Director of Heavy Engineering Corporation (HEC) Limited, Ranchi, a Schedule 'A' Public Sector Enterprise under the Ministry of Heavy Industries, Government of India, providing strategic leadership in engineering, project execution, industrial operations and organisational development.

Earlier, Mr. Ghosh served as Assistant Vice President – Corporate Affairs at Jindal Steel & Power Limited, where he was associated with improving productivity of the Tensa Iron Ore Mines, commencement of operations at the Barbil Mine, acquisition of Bihar Alloys and development of mining infrastructure, including a 1,000 TPH crushing unit and downhill conveyor system.

Following his superannuation, Mr. Ghosh continues to contribute to academia as a Visiting Professor at Jharkhand Rai University, Ranchi. He brings to the Board extensive experience in mining and metals, mine development and expansion, engineering and project management, industrial operations and strategic leadership.

Drawing on his extensive leadership experience across engineering and public sector organizations, Mr. Ghosh is committed to supporting organizational growth through sound governance, strategic decision-making, and operational excellence.

Mr. Avijit Ghosh brings to the Board extensive industry knowledge and strategic leadership experience spanning over four decades in mining, metals and heavy engineering. His experience in leading public and private sector enterprises, mine development and expansion, project execution, industrial operations and organisational management will provide the Board with valuable perspectives on business strategy, operational efficiency and sustainable growth. His expertise and independent judgement will further strengthen the Board's deliberations, governance framework and strategic decision-making, particularly in matters relating to mining, engineering and large-scale project development.

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

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

(a) His extensive experience in mining, metals and heavy engineering will bring valuable industry expertise and strategic perspective to the Board.

(b) His proven leadership experience in public and private sector organisations will strengthen the Board's deliberations on business strategy, project execution and operational excellence.

(c) His technical knowledge, independent judgement and experience in large-scale mining and infrastructure projects will complement the existing skill sets of the Board.

Accordingly, the NRC considered his appointment as an Independent Director to be in the best interests of the Company.

Brief detail of Mr. Avijit Ghosh 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 fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mr. Avijit Ghosh containing the terms and conditions of appointment, is available for inspection. Please refer to Note 12 given in the Notice on inspection of documents.

The resolution seeks the approval of Members of the Company for the appointment of Mr. Avijit Ghosh as an Independent Director of the Company for a term of five (5) years with effect from 10th August, 2026 to 09th August, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25(2A) of the Listing Regulations, the approval of the Members of the Company is sought for the appointment of Mr. Avijit Ghosh as an Independent Director of the Company, as a Special Resolution.

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

Except, Mr. Avijit Ghosh, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 1 of the Notice.

Item No.2:

Pursuant to Section 62(3) of the Companies Act, 2013 ("**the Act**"), read with the applicable rules made thereunder, including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, the prior approval of the Members of the Company is sought to enable the banks and financial institutions (the "**Lenders**") to convert the outstanding loans or other financial assistance in the nature of loans, whether availed in Indian Rupees or foreign currency, into equity shares of the Company, on such terms and conditions as may be agreed with the respective Lenders and at a price determined in accordance with the applicable Securities and Exchange Board of India regulations ("**SEBI Regulations**") prevailing at the time of such conversion.

It is hereby clarified that no Equity Shares are proposed to be issued or allotted to the Lenders pursuant to the Special Resolution at this stage. The approval sought from the Members is to enable the Company to comply with the requirements of Section 62(3) of the Act and to give effect to the conversion mechanism contained in the Financing Documents, if and when the relevant circumstances arise. The issue and allotment of Equity Shares to the Lender shall arise only upon occurrence of the relevant payment default and exercise of the conversion option by the Lenders in accordance with the Financing Documents and applicable law.

Upon exercise of the conversion option by the Lender, the number of Equity Shares to be issued and allotted shall be determined in accordance with the terms of the Financing Documents and applicable law. The Equity Shares so issued and allotted shall be fully paid-up and shall rank pari passu in all respects with the existing Equity Shares of the Company, subject to the terms of the Financing Documents and applicable law.

The proposed Special Resolution will enable the Company to fulfil the contractual and statutory requirements in relation to the conversion option forming part of the Financing Documents and will authorise the Board to undertake all necessary actions, filings, applications, intimations and other formalities that may be required in connection with such conversion and issue and allotment of Equity Shares, if and when the conversion option is exercised by the Lenders. Any such conversion may result in a change in the shareholding pattern of the Company. The Equity Shares, if and when allotted, shall be listed on BSE Limited and National Stock Exchange of India Limited and/or such other stock exchange(s) on which the equity shares of the Company are listed or may be listed from time to time, subject to receipt of requisite approvals.

The Board, at its meeting held on Monday, 21st September, 2026, considered and approved the proposal for seeking the approval of the Members by way of Special Resolution through Postal Ballot.

The Board, recommends passing of this Special Resolution as set out at **Item No. 2** 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. 2 of the Notice.

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

Akshay Vora
Company Secretary
Membership No.: ACS43122

Date: 21st September, 2026
Place: Mumbai

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

ANNEXURE TO THE NOTICE DATED 21ST SEPTEMBER, 2026

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

Mr. Avijit Ghosh
Independent Director

Particulars	Details
Age	67
Nationality	Indian
Qualifications	Bachelor of Technology (B.Tech.) in Mining Engineering from IIT (ISM), Dhanbad and Member of The Institution of Engineers (India)
Expertise in functional area	Mr. Avijit Ghosh brings extensive industry knowledge and professional experience spanning over four decades across mining, metals and heavy engineering. His areas of expertise include mine development and expansion, project planning and execution, industrial operations, large-scale engineering projects, operational management and organisational leadership. He has extensive experience in managing public and private sector enterprises, with a strong understanding of business strategy, project development, operational efficiency and execution of complex industrial projects. His professional experience is particularly relevant to the functional areas of mining, metals, engineering, project management, industrial operations and strategic business management.
Date of first appointment on the Board	10th August, 2026 (as an Additional Director, designated as Non-Executive, Independent Director)
Date of re-appointment by the Members	Not Applicable
Number of Equity Shares held in the Company as on the date of the Notice	Nil
Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on the date of this Postal Ballot Notice	Nil
Chairmanship/Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on the date of Postal Ballot notice	Nil
Entities from which the person has resigned in the past three (3) years including Listed Companies	Nil
Number of Board Meetings attended during the Financial Year 2026-27 upto the date of this Notice	1
Inter-se relationships between • Directors • Key Managerial Personnel	There is no inter-se relationship between Mr. Avijit Ghosh and other Directors / Manager/ Key Managerial Personnel of the Company.
Remuneration Last drawn *(Financial Year 2025-26)*	Nil
Details of proposed remuneration	Sitting fees as approved by the Board of Directors/Members in accordance with the applicable provisions of law. The detailed criteria are available in the Nomination and Remuneration Policy
Key Terms and conditions of appointment	As per the resolution in Item no. 1 of this Notice, read with the explanatory statement thereto.
Skills and capabilities required for the role and the manner in which the proposed director meets such requirements	As per the resolution in Item no. 1 of this Notice, read with the explanatory statement thereto.

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