

DUE DILIGENCE CERTIFICATE

August 11, 2023

To,
Securities and Exchange Board of India,
Corporation Finance Department,
Division of Issuer and Listing,
SEBI Bhavan, Plot No. C-4A, G-Block,
Bandra Kurla Complex, Bandra (East),
Mumbai-400 051

Dear Sir/Madam,

Sub : Submission of Draft Letter of Offer ("DLOF") of Lloyds Engineering Works Limited (*formerly known as "Lloyds Steels Industries Limited"*) ("COMPANY")
Ref : Issue of up to [●] fully paid up Equity Shares of face value of ₹1 each of our Company (the "Equity Shares") for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating upto ₹9,836.83 Lakhs on a Rights Basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Equity Share for every [●] fully Paid-up Equity shares held by the eligible Equity Shareholders on the Record Date, that is [●] (the "Issue").

1. We have examined various documents including those relating to litigation like commercial disputes, patent disputes, disputes with collaborators, etc. and other material in connection with the finalisation of this Draft Letter of Offer pertaining to the Issue;
2. On the basis of such examination and the discussions with the Company, its directors and other officers, other agencies, and independent verification of the statements concerning the Objects of the Issue, price justification and the contents of the documents and other papers furnished by the company, we confirm that:
 - a. This Draft Letter of Offer filed with the SEBI is in conformity with the documents, materials and papers relevant to the Issue;
 - b. All the material legal requirements relating to the Issue as specified by the SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and
 - c. The material disclosures made in the Draft Letter of Offer are true and adequate to enable the investors to make a well informed decision as to the investment in the proposed Issue and such disclosures are in accordance with the requirements of the Companies Act, 2013, SEBI ICDR Regulations and other applicable legal requirements.
3. We confirm that besides ourselves, all the Intermediaries named in this Draft Letter of Offer are registered with SEBI and that till date such registration is valid – Complied with to the extent Applicable
4. We have satisfied ourselves about the capability of the Underwriters to fulfil their underwriting commitments – Not Applicable
5. Written consent from promoters has been obtained for inclusion of their specified securities as part of Promoters' contribution subject to lock-in and the specified securities proposed to form part of Promoters' contribution subject to lock-in shall not be disposed / sold / transferred by the Promoters during the period starting from the date of filing the Draft Letter of Offer with the SEBI till the date of commencement of lock-in period as stated in the Draft Letter of Offer – Not Applicable
6. All applicable provisions of the SEBI ICDR Regulations, which relate to specified securities ineligible for computation of Promoter's contribution, have been and shall be duly complied with and appropriate disclosures as to compliance with the said Regulation(s) have been made in the Draft Letter of Offer. – Not Applicable
7. All applicable provisions of the SEBI ICDR Regulations which relate to receipt of Promoter's contribution prior to opening of the issue, shall be complied with. Arrangements have been made to ensure that the Promoter's contribution shall be received at least one day before the opening of the Issue and that the auditors' certificate to this effect shall be duly submitted to the SEBI. We further confirm that arrangements have been





made to ensure that the Promoter's contribution shall be kept in an Escrow Account with a scheduled commercial bank and shall be released to the Company along with the proceeds of the Issue. – Not Applicable

8. Necessary Arrangements have been made to ensure that the moneys received pursuant to the Issue are credited/transferred in a separate bank account as per the provisions of section 40(3) of the Companies Act, 2013 and that such moneys shall be released by the said bank only after permission is obtained from all the Stock Exchanges mentioned in the Draft Letter of Offer. We further confirm that the agreement entered into between the Bankers to the Issue and the Issuer specifically contains this condition. – Noted for Compliance
9. The existing business as well as any new business of the Company for which the funds are being raised fall within the "Main Objects" in the Object Clause of the Memorandum of Association or Other Charter of the Company and that the activities which have been carried in last ten years are valid in terms of the Object Clause of its Memorandum of Association. - Complied to the extent Applicable
10. Following disclosures have been made in the Draft Letter of Offer:
 - a. An undertaking from the Company that at any given time, there shall be only one denomination for the equity shares of the Company. – Complied with (As on the date of this Draft Letter of Offer, the Company has not issued any Superior Rights Equity Shares); and
 - b. An undertaking from the Company that it shall comply with such disclosure and accounting norms specified by SEBI from time to time – Complied with
11. We shall comply with the Regulations pertaining to advertisement in terms of the SEBI ICDR Regulations – Noted for Compliance
12. If applicable, the Issuer is eligible to list on the Innovators Growth Platform in terms of the provisions of Chapter X of the SEBI ICDR Regulations – Not Applicable

We enclose a note explaining the process of Due Diligence that has been exercised by us in relation to the business of the Issuer, the risks in relation to the business, experience of the Promoters and that the related party transactions entered into for the period disclosed in the Offer Document have been entered into by the Issuer in accordance with applicable laws - Complied with

We enclose a checklist confirming Regulation-wise compliance with the applicable provisions of the SEBI ICDR Regulations, as amended, containing details such as the Regulation number, its text, the status of compliance, page number of the Letter of Offer where the regulation has been complied with and our comments, if any. - Complied with

For Mark Corporate Advisors Private Limited	For Pioneer Investcorp Limited
	
Rajendra Kanoongo Joint Managing Director	Varun Jain Manager