



Lloyds Engineering Works Limited  
(Formerly known as Lloyds Steels Industries Limited)

www.lloydsengg.in  
CIN: L28900MH1994PLC081235  
infoengg@lloyds.in

RS/LLOYDSENGG/BSE-NSEL/2023/236

22.12.2023

The Department of Corporate Services, BSE Limited 27th Floor, P.J. Towers, Dalal Street, Mumbai - 400 001	The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
<b>Scrip Code: 539992</b>	<b>Symbol: LLOYDSENGG</b>

Dear Sirs/Madam,

**Sub: Publication of Pre-Issue Advertisement for the Rights Issue of Shares**

Pursuant to Regulation 84 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, the advertisement made in the Newspapers before the date of opening of issue has been enclosed herewith for your records.

The said advertisements have also been uploaded on the website of the company [www.lloydsengg.in](http://www.lloydsengg.in)

We request you to kindly take note of the same and acknowledge the receipt.

Thanking You,

Yours faithfully,

**For Lloyds Engineering Works Limited**  
*(Formerly Known as Lloyds Steels Industries Limited)*

**Rahima Shaikh**  
**Company Secretary & Compliance officer**  
**ACS: 63449**

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. The name of our Company was changed to "Lloyds Steels Industries Limited" on May 04, 2013, vide a fresh Certificate of Incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

**Registered Office:** Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | **Telephone:** +91-2524-222271  
**Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | **Telephone:** +91-22-6291 8111  
**Contact person:** Rahima Shaikh, Company Secretary and Compliance Officer | **E-mail id:** infoengg@lloyds.in  
**Website:** www.lloydsengg.in  
**Corporate Identity Number:** L28900MH1994PLC031235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge, Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSSES ON#
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application !!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intMid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("REL'S"):** The dispatch of the ALOF and RELs along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID and Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"If we understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). If we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States, If we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, If we understand this application should not be forwarded to or transmitted in or to the United States at any time. If we are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"If I will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

If I understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

If I/we (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

If I/we hereby make representations, warranties and agreements set forth herein.

If we acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth herein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of RES not later than two Working Days prior to Issue Closing Date, such that credit of RES in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws. .

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in any way, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, . our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HEADLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b>                      404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057  <b>CIN:</b> U67190MH2008PTC181996  <b>Telephone:</b> +91 22 2612 3208  <b>E-mail:</b> info@markcorporateadvisors.com  <b>Investor grievance e-mail id:</b> investor@markcorporateadvisors.com  <b>Contact person:</b> Niraj Kothari  <b>Website:</b> www.markcorporateadvisors.com  <b>SEBI registration number:</b> INM000012128</p>	<p><b>Pioneer Investcorp Limited</b>                      1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021  <b>CIN:</b> L65990MH1984PLC031909  <b>Tel:</b> +91 22 66186633  <b>Telephone:</b> +91 22 2612 3208  <b>E-mail:</b> lewl_cell@pinc.co.in  <b>Investor grievance e-mail:</b> mbcompliance@pinc.co.in  <b>Contact Person:</b> Varun Jain  <b>Website:</b> www.pinc.co.in  <b>SEBI registration no.:</b> INM00002988</p>	<p><b>Bigshare Services Private Limited</b>                      Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093  <b>CIN:</b> U99999MH1994PTC076534  <b>Telephone:</b> +91 22 6263 8200/22  <b>Email:</b> rightissue@bigshareonline.com  <b>Investor grievance e-mail:</b> investor@bigshareonline.com  <b>Contact Person:</b> Mohan D  <b>Website:</b> www.bigshareonline.com  <b>SEBI registration no.:</b> INR00001385                      Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

FOR LLOYDS ENGINEERING WORKS LIMITED

On behalf of the Board of Directors

Sd/-

Rahima Shaikh

Company Secretary and Compliance Officer

ACS: 63449

Place: Mumbai

Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. The name of our Company was changed to "Lloyds Steels Industries Limited" on May 04, 2013, vide a fresh Certificate of Incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271  
Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111  
Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoeng@lloyds.in  
Website: www.lloydsengg.in  
Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge, Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON#
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application!!!  
\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. <https://www.bigshareonline.com>) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightsisue@bigshareonline.com).

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&ntmid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightsisue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELs"):** The dispatch of the ALOF and RELs along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at [www.lloydsengg.in](http://www.lloydsengg.in), Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), Lead Managers i.e. Mark Corporate Advisors Private Limited at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and Pioneer Investcorp Limited at [www.pinc.co.in](http://www.pinc.co.in).

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth herein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com).

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of RES not later than two Working Days prior to Issue Closing Date, such that credit of RES in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCER OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Script Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE. The commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in any way, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited."

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE."

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email address and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at [www.lloydsengg.in](http://www.lloydsengg.in);
- The Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com);
- The Lead Managers at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and [www.pinc.co.in](http://www.pinc.co.in);
- The Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com);
- The SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company ([www.lloydsengg.in](http://www.lloydsengg.in)).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HELPLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.bigshareonline.com](http://www.bigshareonline.com)
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: [www.bigshareonline.com](http://www.bigshareonline.com)
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.bigshareonline.com](http://www.bigshareonline.com)
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: [rightsisue@bigshareonline.com](mailto:rightsisue@bigshareonline.com) for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Equity Shareholders who do not have an Indian address are not eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parel (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: <a href="mailto:info@markcorporateadvisors.com">info@markcorporateadvisors.com</a> Investor grievance e-mail id: <a href="mailto:investorgrievance@markcorporateadvisors.com">investorgrievance@markcorporateadvisors.com</a> Contact person: Niraj Kothari Website: <a href="http://www.markcorporateadvisors.com">www.markcorporateadvisors.com</a> SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: <a href="mailto:levi_cell@pinc.co.in">levi_cell@pinc.co.in</a> Investor grievance e-mail: <a href="mailto:mbcompliance@pinc.co.in">mbcompliance@pinc.co.in</a> Contact person: Varun Jain Website: <a href="http://www.pinc.co.in">www.pinc.co.in</a> SEBI registration no.: INM000002988</p>
	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: <a href="mailto:rightsisue@bigshareonline.com">rightsisue@bigshareonline.com</a> Investor grievance e-mail: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Contact person: Mohan D Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> SEBI registration no.: INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

FOR LLOYDS ENGINEERING WORKS LIMITED

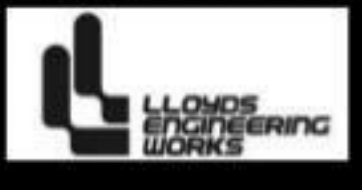
On behalf of the Board of Directors

Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer  
ACS: 63449

Place: Mumbai  
Date: 22 December, 2023

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This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

**Registered Office:** Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | **Telephone:** +91-2524-222271  
**Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | **Telephone:** +91-22-6291 8111  
**Contact person:** Rahima Shaikh, Company Secretary and Compliance Officer | **E-mail id:** infoengg@lloyds.in  
**Website:** www.lloydsengg.in  
**Corporate Identity Number:** L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.  
 \*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

**ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.**

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 \*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA \*** **Simple, Safe, Smart way of Application !!!**  
**Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.**

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our demat shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecogniseFpi=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such Resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand this application is not to be transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**  
**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited  
**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

- OTHER IMPORTANT LINKS AND HELPLINE:**
- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
  - Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
  - Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
  - Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 <b>CIN:</b> U67190MH2008PT181996 <b>Telephone:</b> +91 22 2612 3208 <b>E-mail:</b> info@markcorporateadvisors.com <b>Investor grievance e-mail id:</b> investorgrievance@markcorporateadvisors.com <b>Contact person:</b> Niraj Kothari <b>Website:</b> www.markcorporateadvisors.com <b>SEBI registration number:</b> INM000012128	 <b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 <b>CIN:</b> L65990MH1984PLC031909 <b>Tel:</b> +91 22 66186633 <b>E-mail:</b> lew1_cell@pinc.co.in <b>Investor grievance e-mail:</b> mbcompliance@pinc.co.in <b>Contact Person:</b> Varun Jain <b>Website:</b> www.pinc.co.in <b>SEBI registration no.:</b> INM000002988
	 <b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400 093 <b>CIN:</b> U09999MH1994PTC076534 <b>Telephone:</b> +91 22 6263 8200/22 <b>Email:</b> rightissue@bigshareonline.com <b>Investor grievance e-mail:</b> investor@bigshareonline.com <b>Contact Person:</b> Mohan D <b>Website:</b> www.bigshareonline.com <b>SEBI registration no.:</b> INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

FOR LLOYDS ENGINEERING WORKS LIMITED  
 On behalf of the Board of Directors  
 Sd/-  
**Rahima Shaikh**  
 Company Secretary and Compliance Officer  
**ACS: 63449**

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" and beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, or any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271  
Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111  
Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in  
Website: www.lloydsengg.in  
Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON#
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application!!!  
\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. <https://www.bigshareonline.com>) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightsissue@bigshareonline.com).

Prior to the Issue Opening Date, our demat self credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/OtherAction.do?doRecognisedFpi=yes&intmlid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at [www.bigshareonline.com](https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightsissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at [www.lloydsengg.in](http://www.lloydsengg.in), Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com); BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), Lead Managers i.e. Mark Corporate Advisors Private Limited at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and Pioneer Investcorp Limited at [www.pinc.co.in](http://www.pinc.co.in).

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with this bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

"I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

"I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

"I/We hereby make representations, warranties and agreements set forth herein.

"I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com).

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of RES not later than two Working Days prior to Issue Closing Date, such that credit of RES in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in any way, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at [www.lloydsengg.in](http://www.lloydsengg.in);
- The Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com);
- The Lead Managers at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and [www.pinc.co.in](http://www.pinc.co.in);
- The Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com);
- The SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company ([www.lloydsengg.in](http://www.lloydsengg.in)).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HEADLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.bigshareonline.com](http://www.bigshareonline.com)
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: [www.bigshareonline.com](http://www.bigshareonline.com)
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.bigshareonline.com](http://www.bigshareonline.com)
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com) for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporateadvisors.com Investor grievance e-mail id: investor@grievance@markcorporateadvisors.com Contact person: Niraj Kothari Website: www.markcorporateadvisors.com SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM000002988</p>
	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightsissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

FOR LLOYDS ENGINEERING WORKS LIMITED  
On behalf of the Board of Directors

Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer  
ACS: 63449

Place: Mumbai  
Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) and the website of the Lead Managers at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and [www.pinc.co.in](http://www.pinc.co.in). Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

**Registered Office:** Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | **Telephone:** +91-2524-222271  
**Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | **Telephone:** +91-22-6291 8111  
**Contact person:** Rahima Shaikh, Company Secretary and Compliance Officer | **E-mail id:** infoengg@lloyds.in  
**Website:** www.lloydsengg.in  
**Corporate Identity Number:** L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.  
 \*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

**ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.**

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 \*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA \*** **Simple, Safe, Smart way of Application !!!**  
**Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.**

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our demat shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecogniseFpI=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such Resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**  
 In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand this application is not to be transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited  
**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HELPLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 <b>CIN:</b> U67190MH2008PT181996 <b>Telephone:</b> +91 22 2612 3208 <b>E-mail:</b> info@markcorporateadvisors.com <b>Investor grievance e-mail id:</b> investorgrievance@markcorporateadvisors.com <b>Contact person:</b> Niraj Kothari <b>Website:</b> www.markcorporateadvisors.com <b>SEBI registration number:</b> INM000012128	 <b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 <b>CIN:</b> L65990MH1984PLC031909 <b>Tel:</b> +91 22 66186633 <b>E-mail:</b> lew1_cell@pinc.co.in <b>Investor grievance e-mail:</b> mbcompliance@pinc.co.in <b>Contact Person:</b> Varun Jain <b>Website:</b> www.pinc.co.in <b>SEBI registration no.:</b> INM000002988
	 <b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400 093 <b>CIN:</b> U09999MH1994PTC076534 <b>Telephone:</b> +91 22 6263 8200/22 <b>Email:</b> rightissue@bigshareonline.com <b>Investor grievance e-mail:</b> investor@bigshareonline.com <b>Contact Person:</b> Mohan D <b>Website:</b> www.bigshareonline.com <b>SEBI registration no.:</b> INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

**FOR LLOYDS ENGINEERING WORKS LIMITED**  
 On behalf of the Board of Directors  
 Sd/-  
**Rahima Shaikh**  
 Company Secretary and Compliance Officer  
**ACS: 63449**

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" and beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, or any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271  
 Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111  
 Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in  
 Website: www.lloydsengg.in  
 Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.  
 \*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSURES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 \*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application!!!  
 \*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our demat shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisePFI=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such Resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023, in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporatoadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. I/We understand this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporatoadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any restricted jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HEADLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
 <b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporatoadvisors.com Investor grievance e-mail id: investorgrievance@markcorporatoadvisors.com Contact person: Niraj Kothari Website: www.markcorporatoadvisors.com SEBI registration number: INM000012128	 <b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM000002988	 <b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

FOR LLOYDS ENGINEERING WORKS LIMITED  
 On behalf of the Board of Directors  
 Sd/-  
 Rahima Shaikh  
 Company Secretary and Compliance Officer  
 ACS: 63449

Place: Mumbai  
 Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporatoadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

**Registered Office:** Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | **Telephone:** +91-2524-222271  
**Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | **Telephone:** +91-22-6291 8111  
**Contact person:** Rahima Shaikh, Company Secretary and Compliance Officer | **E-mail id:** infoengg@lloyds.in  
**Website:** www.lloydsengg.in  
**Corporate Identity Number:** L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.  
 \*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

**ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.**

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 \*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA \*** **Simple, Safe, Smart way of Application !!!**  
**Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.**

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our demat shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecogniseFpi=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such Resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**  
 In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand this application to be made in India and to be transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**  
**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited  
**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HELPLINE:**  
 a) Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com

- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 <b>CIN:</b> U67190MH2008PT181996 <b>Telephone:</b> +91 22 2612 3208 <b>E-mail:</b> info@markcorporateadvisors.com <b>Investor grievance e-mail id:</b> investorgrievance@markcorporateadvisors.com <b>Contact person:</b> Niraj Kothari <b>Website:</b> www.markcorporateadvisors.com <b>SEBI registration number:</b> INM000012128	 <b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 <b>CIN:</b> L65990MH1984PLC031909 <b>Tel:</b> +91 22 66186633 <b>E-mail:</b> lew1_cell@pinc.co.in <b>Investor grievance e-mail:</b> mbcompliance@pinc.co.in <b>Contact Person:</b> Varun Jain <b>Website:</b> www.pinc.co.in <b>SEBI registration no.:</b> INM000002988
	 <b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400 093 <b>CIN:</b> U09999MH1994PTC076534 <b>Telephone:</b> +91 22 6263 8200/22 <b>Email:</b> rightissue@bigshareonline.com <b>Investor grievance e-mail:</b> investor@bigshareonline.com <b>Contact Person:</b> Mohan D <b>Website:</b> www.bigshareonline.com <b>SEBI registration no.:</b> INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

FOR LLOYDS ENGINEERING WORKS LIMITED  
 On behalf of the Board of Directors  
 Sd/-  
**Rahima Shaikh**  
 Company Secretary and Compliance Officer  
**ACS: 63449**

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" and beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, or any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.



This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

**Registered Office:** Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | **Telephone:** +91-2524-222271  
**Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | **Telephone:** +91-22-6291 8111  
**Contact person:** Rahima Shaikh, Company Secretary and Compliance Officer | **E-mail id:** infoengg@lloyds.in  
**Website:** www.lloydsengg.in  
**Corporate Identity Number:** L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.  
 \*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court of Bombay their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

**ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.**

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
 \*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA \*** **Simple, Safe, Smart way of Application !!!**  
**Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.**

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our demat shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecogniseFpI=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such Resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELs along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**  
 In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand this application is not to be transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited  
**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HELPLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 <b>CIN:</b> U67190MH2008PT181996 <b>Telephone:</b> +91 22 2612 3208 <b>E-mail:</b> info@markcorporateadvisors.com <b>Investor grievance e-mail id:</b> investorgrievance@markcorporateadvisors.com <b>Contact person:</b> Niraj Kothari <b>Website:</b> www.markcorporateadvisors.com <b>SEBI registration number:</b> INM000012128	 <b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 <b>CIN:</b> L65990MH1984PLC031909 <b>Tel:</b> +91 22 66186633 <b>E-mail:</b> lew1_cell@pinc.co.in <b>Investor grievance e-mail:</b> mbcompliance@pinc.co.in <b>Contact Person:</b> Varun Jain <b>Website:</b> www.pinc.co.in <b>SEBI registration no.:</b> INM000002988
	 <b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400 093 <b>CIN:</b> U09999MH1994PTC076534 <b>Telephone:</b> +91 22 6263 8200/22 <b>Email:</b> rightissue@bigshareonline.com <b>Investor grievance e-mail:</b> investor@bigshareonline.com <b>Contact Person:</b> Mohan D <b>Website:</b> www.bigshareonline.com <b>SEBI registration no.:</b> INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

**FOR LLOYDS ENGINEERING WORKS LIMITED**  
 On behalf of the Board of Directors  
 Sd/-  
**Rahima Shaikh**  
 Company Secretary and Compliance Officer  
**ACS: 63449**

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" and beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, or any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271  
Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111  
Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in  
Website: www.lloydsengg.in  
Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSURES ON#
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application!!!  
\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. <https://www.bigshareonline.com>) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address ([rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com)).

Prior to the Issue Opening Date, our demat self credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/OtherAction.do?doRecognisedPfi=yes&intmlid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at [www.bigshareonline.com](https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address ([rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com)). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at [www.lloydsengg.in](http://www.lloydsengg.in), Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com); BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), Lead Managers i.e. Mark Corporate Advisors Private Limited at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and Pioneer Investcorp Limited at [www.pinc.co.in](http://www.pinc.co.in).

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with this bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

"I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

"I/We hereby make representations, warranties and agreements set forth herein.

"I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth herein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com).

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of RES not later than two Working Days prior to Issue Closing Date, such that credit of RES in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at [www.lloydsengg.in](http://www.lloydsengg.in);
- The Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com);
- The Lead Managers at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and [www.pinc.co.in](http://www.pinc.co.in);
- The Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com);
- The SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company ([www.lloydsengg.in](http://www.lloydsengg.in)).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HELPLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.bigshareonline.com](http://www.bigshareonline.com)
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: [www.bigshareonline.com](http://www.bigshareonline.com)
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.bigshareonline.com](http://www.bigshareonline.com)
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com) for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporateadvisors.com Investor grievance e-mail id: investor@markcorporateadvisors.com Contact person: Niraj Kothari Website: www.markcorporateadvisors.com SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM000002988</p>
	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightsissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

FOR LLOYDS ENGINEERING WORKS LIMITED

On behalf of the Board of Directors

Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer  
ACS: 63449

Place: Mumbai  
Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) and the website of the Lead Managers at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and [www.pinc.co.in](http://www.pinc.co.in). Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271  
Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111  
Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in  
Website: www.lloydsengg.in  
Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application!!!  
\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. <https://www.bigshareonline.com>) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address ([rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com)).

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/OtherAction.do?doRecognisedFpi=yes&intmlid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at [www.bigshareonline.com](https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address ([rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com)). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at [www.lloydsengg.in](http://www.lloydsengg.in), Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com); BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), Lead Managers i.e. Mark Corporate Advisors Private Limited at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and Pioneer Investcorp Limited at [www.pinc.co.in](http://www.pinc.co.in).

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with this bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

"I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

"I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

"I/We hereby make representations, warranties and agreements set forth herein.

"I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com).

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of RES not later than two Working Days prior to Issue Closing Date, such that credit of RES in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at [www.lloydsengg.in](http://www.lloydsengg.in);
- The Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com);
- The Lead Managers at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and [www.pinc.co.in](http://www.pinc.co.in);
- The Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com);
- The SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company ([www.lloydsengg.in](http://www.lloydsengg.in)).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HELPLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.bigshareonline.com](http://www.bigshareonline.com)
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: [www.bigshareonline.com](http://www.bigshareonline.com)
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.bigshareonline.com](http://www.bigshareonline.com)
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com) for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporateadvisors.com Investor grievance e-mail id: investor@grievance@markcorporateadvisors.com Contact person: Niraj Kothari Website: www.markcorporateadvisors.com SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM000002988</p>
	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightsissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

FOR LLOYDS ENGINEERING WORKS LIMITED  
On behalf of the Board of Directors

Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer  
ACS: 63449

Place: Mumbai  
Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) and the website of the Lead Managers at [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) and [www.pinc.co.in](http://www.pinc.co.in). Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271  
Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111  
Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in  
Website: www.lloydsengg.in  
Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge. Hence, the shareholding pattern still reflects her name posthumously.  
\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay under their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSURES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.  
\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application!!!  
\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our demat shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisePFI=yes&intMid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such Resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023, in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporatedadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 76 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand that the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth herein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Script Code: 539992) and on NSE (Symbol: LLOYDSSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporatedadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any restricted jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HEADLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
 <b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporatedadvisors.com Investor grievance e-mail id: investorgrievance@markcorporatedadvisors.com Contact person: Niraj Kothari Website: www.markcorporatedadvisors.com SEBI registration number: INM000012128	 <b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM000002988	 <b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

FOR LLOYDS ENGINEERING WORKS LIMITED On behalf of the Board of Directors

Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer  
ACS: 63449

**Place:** Mumbai  
**Date:** 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporatedadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the Letter of Offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. The name of our Company was changed to "Lloyds Steels Industries Limited" on May 04, 2013, vide a fresh Certificate of Incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271

Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111

Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in

Website: www.lloydsengg.in

Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge, Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**ASBA\*** Simple, Safe, Smart way of Application !!!  
\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACTILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intml=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("REL'S"):** The dispatch of the ALOF and REL'S along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

**CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholder shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being LLOYDS ENGINEERING WORKS LIMITED (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/We understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States " U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

"I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

"I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

"I/We hereby make representations, warranties and agreements set forth herein.

"I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation. **INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCER OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Script Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email address and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

**OTHER IMPORTANT LINKS AND HELPLINE:**

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are not eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: L65990MH1984PLC031909 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporateadvisors.com Investor grievance e-mail id: investor@markcorporateadvisors.com Contact person: Niraj Kothari Website: www.markcorporateadvisors.com SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 (East) CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lew_cell@pinc.co.in Investor grievance e-mail: rmbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM000002988</p>	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakall Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 E-mail: rightissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR000001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

Place: Mumbai  
Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

AdBaz

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. The name of our Company was changed to "Lloyds Steels Industries Limited" on May 04, 2013, vide a fresh Certificate of Incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271

Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111

Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in

Website: www.lloydsengg.in

Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge, Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global TradeFin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

### ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSURES ON#
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ASBA\*

Simple, Safe, Smart way of Application!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intlmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("REL'S"):** The dispatch of the ALOF and REL'S along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

### CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being **LLOYDS ENGINEERING WORKS LIMITED** (Formerly known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). If we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States, I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States " U.S. Person" (as defined in Regulation S) or is ineligible to participate in the issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an Investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

### OTHER IMPORTANT LINKS AND HELPLINE:

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are not eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporateadvisors.com Investor grievance e-mail id: investor.grievance@markcorporateadvisors.com Contact person: Niraj Kothari Website: www.markcorporateadvisors.com SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM00002988</p>	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR00001385</p>

FOR LLOYDS ENGINEERING WORKS LIMITED

On behalf of the Board of Directors

Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer

ACS: 63449

Place: Mumbai

Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271

Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111

Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in

Website: www.lloydsengg.in

Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge, Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global TradeFin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

### ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ASBA\*

Simple, Safe, Smart way of Application!!!  
\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

ASBA BLOCK: In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (a) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; and (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFPI=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least two days before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELS along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

### CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; and (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being **LLOYDS ENGINEERING WORKS LIMITED** (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:
  - "I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). If we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States, I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. If we confirm that I/ we are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/ We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an Investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue – Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited."

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE."

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

### OTHER IMPORTANT LINKS AND HELPLINE:

- Frequently asked questions and online / electronic dedicated investor helpline for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporateadvisors.com Investor grievance e-mail id: investorgrievance@markcorporateadvisors.com Contact person: Niraj Kothari Website: www.markcorporateadvisors.com SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM00002988</p>
	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR00001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

FOR LLOYDS ENGINEERING WORKS LIMITED  
On behalf of the Board of Directors

Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer  
ACS: 63449

Place: Mumbai  
Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

AdBaaZ

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. The name of our Company was changed to "Lloyds Steels Industries Limited" on May 04, 2013, vide a fresh Certificate of Incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271

Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111

Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in

Website: www.lloydsengg.in

Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge, Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global TradeFin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

### ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSURES ON#
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ASBA\*

### Simple, Safe, Smart way of Application!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedPFI=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least two Working Days before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("REL'S"):** The dispatch of the ALOF and REL'S along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

### CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being **LLOYDS ENGINEERING WORKS LIMITED** (Formerly known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). If we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States, I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand this application should not be forwarded to or transmitted in or to the United States at any time. I/We confirm that I/We are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States " U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (I/ we) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application form will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an Investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures - Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited".

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE".

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email address and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

### OTHER IMPORTANT LINKS AND HELPLINE:

- Frequently asked questions and online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Equity Shareholders who do not have an Indian address are not eligible to apply for this Issue.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporateadvisors.com Investor grievance e-mail id: investor@markcorporateadvisors.com Contact person: Niraj Kothari Website: www.markcorporateadvisors.com SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM00002988</p>	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR00001385</p>

FOR LLOYDS ENGINEERING WORKS LIMITED  
On behalf of the Board of Directors  
Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer  
ACS: 63449

Place: Mumbai  
Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.



This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to acquire, purchase, subscribe or to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 09, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India ("SEBI"). This advertisement is not for release, publication or distribution, directly or indirectly, outside India.



# LLOYDS ENGINEERING WORKS LIMITED

(Formerly Known as "Lloyds Steels Industries Limited")

Our Company was incorporated as "Climan Properties Private Limited" on September 19, 1994, as a private limited Company under the Companies Act, 1956, and was granted the Certificate of Incorporation by the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company and the name of our Company was changed to "Climan Properties Limited" on April 17, 2000, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed from "Climan Properties Limited" to "Encon Technologies Limited" pursuant to a fresh Certificate of Incorporation dated April 19, 2000. Subsequently, the name of our Company was changed to "Lloyds Encon Technologies (I) Limited" on May 31, 2011, vide a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai.

Pursuant to a scheme of arrangement ("Scheme") between Uttam Value Steels Limited ("UVSL") and Lloyds Steels Industries Limited, the engineering division of UVSL was demerged from UVSL into Lloyds Steels Industries Limited, by the Hon'ble High Court of Judicature at Bombay vide its Order dated October 30, 2015 and speaking to minutes of the Order dated November 30, 2015. Subsequent to the sanction of the Scheme, Lloyds Steels Industries Limited was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 18, 2016. Thereafter, the name of our Company was changed from "Lloyds Steels Industries Limited" to "Lloyds Engineering Works Limited" vide a fresh Certificate of Incorporation dated July 25, 2023 issued by the Registrar of Companies, Mumbai.

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane - 421 401 | Telephone: +91-2524-222271

Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013 | Telephone: +91-22-6291 8111

Contact person: Rahima Shaikh, Company Secretary and Compliance Officer | E-mail id: infoengg@lloyds.in

Website: www.lloydsengg.in

Corporate Identity Number: L28900MH1994PLC081235

## PROMOTERS OF OUR COMPANY: MUKESH R. GUPTA, RAJESH R. GUPTA, ABHA M. GUPTA, RENU R. GUPTA, LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED), LATE CHITRALEKHA R. GUPTA\* AND RAGINI TRADING & INVESTMENTS LIMITED\*

\*Chitralekha R. Gupta's shareholding of 22,172 Equity Shares is under pledge, Hence, the shareholding pattern still reflects her name posthumously.

\*96,86,386 (0.90%) Equity Shares are held in the name of Ragini Trading & Investments Limited which merged with Lloyds Enterprises Limited (Formerly known as Shree Global TradeFin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court Bombay vide their order dated March 09, 2012; as on the date of this Letter of Offer, the said Equity Shares are pledged. Hence, the shareholding pattern still reflects the name of Ragini Trading & Investments Limited.

ISSUE OF UP TO 6,34,64,610 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF LLOYDS ENGINEERING WORKS LIMITED ("OUR COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹15.50 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹14.50 PER EQUITY SHARE) AGGREGATING UP TO ₹9,837.01 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 EQUITY SHARE FOR EVERY 17 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS THURSDAY, DECEMBER 14, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 245 OF THE LETTER OF OFFER.

\*Assuming full subscription, subject to finalisation of Basis of Allotment

### ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON*
TUESDAY, DECEMBER 26, 2023	FRIDAY, JANUARY 05, 2024	WEDNESDAY, JANUARY 10, 2024

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ASBA\*

Simple, Safe, Smart way of Application!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. No cheque will be accepted. Investors have to apply through the ASBA process. For further details read section on ASBA below.

**ASBA BLOCK:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Eligible Equity Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" page 256 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. December 14, 2023 and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue (i.e. https://www.bigshareonline.com) at least two Working Days prior to the Issue Closing Date. They may also communicate with the Registrar with the help of the helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com).

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (a) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

In accordance with the SEBI ICDR Master Circular, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

**FACILITY FOR APPLICATION IN THE ISSUE:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Eligible Equity Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Procedure for Application through the ASBA Process" beginning on page 256 of the Letter of Offer.

**PROCEDURE FOR APPLICATION THROUGH ASBA PROCESS:** An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at Designated Branches of the SCSBs, in case of Applications made through ASBA facility. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for such an Application. The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:** Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company, in the manner provided on the website of the Registrar to the Issue at www.bigshareonline.com at least two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. They may also communicate with the Registrar on their helpline number (+91 22 6263 8200/22) and their email address (rightissue@bigshareonline.com). The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" beginning on page 248 of the Letter of Offer.

**IN ACCORDANCE WITH THE SEBI ICDR MASTER CIRCULAR, THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR DEMAT ACCOUNT TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM ONLY:** Eligible Equity Shareholders may please note that the Rights Equity Shares applied for in the Issue can be allotted only in dematerialized form and to the same depository account in which our Equity Shares are held by such Investor on the Record Date.

**DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORM ("CAF") AND RIGHTS ENTITLEMENT LETTER ("RELS"):** The dispatch of the ALOF and RELs along with CAF for the Issue was completed on or before Tuesday, December 19, 2023 by the Registrar to the Issue to all the Eligible Equity Shareholders of the Company, whose name appeared in the Register of Members / Beneficial Owners of the Company as on Record Date i.e. Thursday, December 14, 2023; in the electronic form through email on Monday, December 18, 2023, to the Eligible Equity Shareholders who have registered their email ids and physically through Speed Post / Registered Post on or before Tuesday, December 19, 2023, to the Eligible Equity Shareholders who have not registered their email ids with the Company or with the Registrar to the Issue.

Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of: Our Company at www.lloydsengg.in, Registrar to the Issue at www.bigshareonline.com; BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, Lead Managers i.e. Mark Corporate Advisors Private Limited at www.markcorporateadvisors.com and Pioneer Investcorp Limited at www.pinc.co.in.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue at www.bigshareonline.com by entering their DP-ID, Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

### CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS:

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat escrow account (namely, "M/S. LLOYDS ENGINEERING WORKS LIMITED-RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings; or (f) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form, as applicable, as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (g) non-institutional equity shareholders in the United States.

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:** An Eligible Equity Shareholder who is eligible to apply under the ASBA process and who has neither received the Application Form nor is in a position to obtain the Application Form either from our Company, Registrar to the Issue, the Lead Managers or from the website of the Registrar, may make an Application to subscribe to the Issue on plain paper through ASBA process and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. An Eligible Equity Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being **LLOYDS ENGINEERING WORKS LIMITED** (Formerly Known as "Lloyds Steels Industries Limited");
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹15.50 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). If we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States, I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. If we confirm that I/ we are not in the United States and understand that neither

us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

"I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

"I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

"I/ We hereby make representations, warranties and agreements set forth herein.

"I/We acknowledge that the Company, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat escrow account, as applicable, including cases where an Eligible Equity Shareholder submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Eligible Equity Shareholder are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Eligible Equity Shareholder. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**In case an Investor makes an Application through CAF as well as on plain paper, the Application is liable to be rejected.**

**LAST DATE FOR APPLICATION:** The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e. Wednesday January 10, 2024. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares offered, as provided under "Terms of the Issue – Basis of Allotment" beginning on page 270 of the Letter of Offer. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

**APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

**PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS:** The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI ICDR Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE RIGHTS EQUITY SHARES. IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OR THE RENOUNCEE OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO RIGHTS EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED. EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET OR OFF-MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS.**

**FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE REFER TO THE HEADING TITLED "PROCEDURE FOR APPLICATION" BEGINNING ON PAGE 255 OF THE LETTER OF OFFER.**

**LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE:** The existing Equity Shares of our Company are listed and traded under the ISIN: INE093R01011 on BSE (Scrip Code: 539992) and on NSE (Symbol: LLOYDSENGG). Our Company has received in-principle approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated October 05, 2023 and August 30, 2023 respectively. The Rights Equity Shares proposed to be issued on a rights basis, subsequent to their Allotment, shall also be listed and admitted for trading on BSE and NSE, the commencement of the trading will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

**DISCLAIMER CLAUSE OF SEBI:** It is to be distinctly understood that submission of Letter of Offer to SEBI should not in, anyway, be deemed or construed that SEBI has cleared or approved the Letter of Offer. SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities stated in the Letter of Offer. The Investors are advised to refer to the full text, see "Other Regulatory and Statutory Disclosures- Disclaimer Clause of SEBI" on page 239 of the Letter of Offer.

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer clause of the BSE Limited."

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to page 242 of the Letter of Offer for the full text of the Disclaimer Clause of NSE."

**AVAILABILITY OF ISSUE MATERIALS:** In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company has sent, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("Issue Materials") to all the Eligible Equity Shareholders, through email who have provided an email addresses and in its absence through Speed Post/Registered Post who have provided an Indian address to our Company. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.lloydsengg.in;
- The Registrar to the Issue at www.bigshareonline.com;
- The Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in;
- The Stock Exchanges at www.bseindia.com and www.nseindia.com;
- The SEBI at www.sebi.gov.in (Only Letter of Offer)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (www.lloydsengg.in).

**NOTICE TO OVERSEAS INVESTORS:** No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer or the Application Form. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S").

**BANKER TO THE ISSUE AND REFUND BANK:** Axis Bank Limited

**MONITORING AGENCY:** The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

**FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.**

### OTHER IMPORTANT LINKS AND HELPLINE:

- Frequently asked questions and online / electronic dedicated investor helpline for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com
- Update of Indian address / email address / mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
- Request Letter to be sent by the non-resident Eligible Equity Shareholders to the Registrar at their email id: rightissue@bigshareonline.com for updating their Indian address. The Request Letter should be accompanied by their PAN card and Address proof. Kindly note that the non-resident Eligible Shareholders who do not have an Indian address are no eligible to apply for this Issue.

Unless otherwise specified, all capitalized terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Mark Corporate Advisors Private Limited</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai 400 057 CIN: U67190MH2008PTC181996 Telephone: +91 22 2612 3208 E-mail: info@markcorporateadvisors.com Investor grievance e-mail id: investorgrievance@markcorporateadvisors.com Contact person: Niraj Kothari Website: www.markcorporateadvisors.com SEBI registration number: INM000012128</p>	<p><b>Pioneer Investcorp Limited</b> 1218, 12th Floor, Maker Chambers V, Nariman Point, Mumbai - 400 021 CIN: L65990MH1984PLC031909 Tel: +91 22 66186633 E-mail: lewl_cell@pinc.co.in Investor grievance e-mail: mbcompliance@pinc.co.in Contact Person: Varun Jain Website: www.pinc.co.in SEBI registration no.: INM00002988</p>
	<p><b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400 093 CIN: U99999MH1994PTC076534 Telephone: +91 22 6263 8200/22 Email: rightissue@bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Mohan D Website: www.bigshareonline.com SEBI registration no.: INR00001385 Investors may contact the Registrar to Issue / Company Secretary in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

FOR LLOYDS ENGINEERING WORKS LIMITED  
On behalf of the Board of Directors

Sd/-  
Rahima Shaikh  
Company Secretary and Compliance Officer  
ACS: 63449

Place: Mumbai  
Date: 22 December, 2023

**Disclaimer:** Lloyds Engineering Works Limited (Formerly Known as "Lloyds Steels Industries Limited") is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in, website of BSE Limited at www.bseindia.com, website of National Stock Exchange of India Limited at www.nseindia.com, the website of the Registrar at www.bigshareonline.com and the website of the Lead Managers at www.markcorporateadvisors.com and www.pinc.co.in. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 34 of the Letter of Offer. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

AdBaaZ