

## Notice

**NOTICE** is hereby given that the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the **Lloyds Engineering Works Limited (formerly known as Lloyds Steels Industries Limited)** will be held on **Friday, 26<sup>th</sup> July, 2024 at 11:00 a.m. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon; and.
2. To declare 20% dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2024.
3. To appoint a director in place of Mr. Rajashekhar Mallikarjun Alegavi (DIN - 03584302), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31<sup>ST</sup> MARCH, 2025.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Manisha & Associates, Cost Accountants, Nagpur (Firm Registration No. 000321), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2025, amounting to Rs. 45,000 (Rupees Forty-Five Thousand only) (plus Goods and Services Tax and reimbursement of out-of-pocket expenses) be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

#### 5. TO APPROVE THE DIRECTORSHIP OF MR. RAJASHEKHAR MALLIKARJUN ALEGAVI (DIN - 03584302) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY IN TERMS OF REGULATION 17(1A) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Rajashekhar Mallikarjun Alegavi (DIN- 03584302) as a Non-Executive Director of the Company from the day he attains the age of 75 years i.e., 24<sup>th</sup> April, 2025 on the same terms and conditions.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

#### 6. TO APPROVE PAYMENT OF TECHNICAL CONSULTANCY CHARGES/FEES TO NON-EXECUTIVE DIRECTORS OF THE COMPANY AS PER REGULATION 17(6)(A) OF SEBI (LODR) REGULATIONS, 2015.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to Regulation 17(6)(a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and in supersession of Special Resolution passed in Annual General Meeting held on 24<sup>th</sup> July, 2023, the consent of the Members of the Company be and is hereby accorded for payment of Technical Consultancy Charges/Advisory Fees to Rajashekhar Mallikarjun Alegavi (DIN: 03584302) a Non-Executive Director of the Company not exceeding to 1 Crore in any Financial Year for the consultancy provided/given by them on the project basis.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### 7. TO APPROVE THE DIRECTORSHIP OF MR. DEVIDAS KASHINATH KAMBALE (DIN: 00020656) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY IN TERMS OF REGULATION 17(1A) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the

time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Devidas Kambale (DIN: 00020656) as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., 1<sup>st</sup> June, 2026 till the expiry of his current term till 30<sup>th</sup> September, 2028 on the same terms and conditions as already approved by the Members.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

**8. RE-APPOINTMENT OF MR. LAKSHMAN ANANTHUBRAMANIAN (DIN: 08648489) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, together with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulations 17(1C), 25(2A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Articles of Association of the Company, and approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Lakshman Ananthubramanian (DIN: 08648489) who had been appointed as an Independent Director of the Company for a period of five years with effect from 24<sup>th</sup> January, 2020 to 23<sup>rd</sup> January, 2025, by the shareholders at the 26<sup>th</sup> Annual General Meeting (‘AGM’), in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years who has attained the age of 75 years on 19<sup>th</sup> June, 2024, with effect from 24<sup>th</sup> January, 2025 till 23<sup>rd</sup> January, 2030, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, Mr. Lakshman Ananthubramanian (DIN: 08648489) a Non-Executive Independent Director of the Company attained the age of 75 years i.e. on 19<sup>th</sup> June, 2024, the approval for the same was taken in 29<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> July, 2023 till the expiry of his current term i.e. 23<sup>rd</sup> January, 2025, the consent of Members be and is hereby accorded for approval of term of Directorship of Mr. Lakshman Ananthubramanian (DIN: 08648489) as a Non-Executive Independent Director of the Company as he

attained the age of 75 years i.e., 19<sup>th</sup> June, 2024, for his second term starting from 24<sup>th</sup> January, 2025 till 23<sup>rd</sup> January, 2030, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**9. TO APPROVE AND AMEND MATERIAL RELATED PARTY TRANSACTION(S) LIMITS WITH LLOYDS METALS AND ENERGY LIMITED (“LMEL”).**

The Chairman informed the members to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 of Companies Act 2013 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) as amended from time to time and other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and the Company’s policy on Related Party Transactions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to continue and/or enter into and/or proposed sale, purchase, supply and service Contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise with LMEL, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and LMEL, for an aggregate value not exceeding 2,000 (Two Thousand) Crore on an annual basis at any given Financial Year, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length basis.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other

ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified, and confirmed in all respect.”

**10. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH LLOYDS ENTERPRISES LIMITED (FORMERLY KNOWN AS SHREE GLOBAL TRADEFIN LIMITED ('SGTL') ).**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of Companies Act 2013 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and the Company's policy on Related Party Transactions, and on the basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to continue and/or enter into Contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise with Lloyds Enterprises Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, relating to procurements of steel or any other raw material as may be required in the course of business on such terms and conditions as may be agreed between the Company and LEL, for an aggregate value not exceeding

Rs. 100 Crore (Rupees One Hundred Crore only) at any given financial year, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length basis.”

**“RESOLVED FURTHER THAT,** pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified, and confirmed in all respect.”

**By Order of the Board  
For Lloyds Engineering Works Limited  
(formerly known as Lloyds Steels Industries Limited)**

**Sd/-  
Rahima Shabbir Shaikh  
Company Secretary and  
Compliance Officer  
ACS – 63449**

**Date: 2<sup>nd</sup> May, 2024**

**Place: Mumbai**

**Notes:**

1. The Annual General Meeting (AGM) will be held on **Friday, 26<sup>th</sup> July, 2024 at 11:00 a.m. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
2. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020, Circular No.20/2020 dated 5<sup>th</sup> May, 2020, Circular No.02/2021 dated 13<sup>th</sup> January, 2021, Circular No.19/2021 dated 8<sup>th</sup> December, 2021, Circular No.21/2021 dated 14<sup>th</sup> December, 2021, Circular No.02/2022 dated 5<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and circular No. 09/2023 dated 25<sup>th</sup> September, 2023 ("MCA Circulars") has permitted to conduct the Annual General Meeting through video conferencing ("VC") or other audiovisual means ("OAVM") upto 30<sup>th</sup> September, 2024. In compliance with the aforesaid MCA Circulars, the 30<sup>th</sup> Annual General Meeting ("30<sup>th</sup> AGM" or "Meeting") of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7<sup>th</sup> October, 2023 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for F.Y. 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ /National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories"
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company at email Id **infoengg@lloyds.in** a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with Finance Act 2020, with effect from 1<sup>st</sup> April, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.  
  
The shareholders are requested to update their PAN with the Company / Bigshare (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to address tds@bigshareonline.com by 11:59 p.m. IST on 16<sup>th</sup> July, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
6. The dividend for the year ended 31<sup>st</sup> March, 2024 as recommended by the Board and if sanctioned at the Annual General Meeting, will be paid subject to deduction of Tax at Source to those members whose names appear on the Company's Register of Members on **19<sup>th</sup> July, 2024**. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose. The dividend shall be paid on or before **24<sup>th</sup> August, 2024**.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
  - a. **For shares held in electronic form:** to their Depository Participants (DPs)
  - b. **For shares held in physical form:** to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 and all relevant SEBI circulars coming in force from time to time. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.  
  
Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4,

the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [https:// www.lloydsengg.in/investor-contact/](https://www.lloydsengg.in/investor-contact/). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form.
10. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased Members are also requested to open demat account simultaneously for dematerialising the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.
11. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 3<sup>rd</sup> November, 2021 and all the SEBI Circulars as amended from time to time. has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to the aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the Company's website at [www.lloydsengg.in](http://www.lloydsengg.in) and RTA `s website at [www.bigshareonline.com](http://www.bigshareonline.com). Also, Shareholders holding shares in physical folios are requested to note that SEBI vide its Master Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024 issued to the Registrar & Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated 10<sup>th</sup> June, 2024, as amended, has mandated that effective 1<sup>st</sup> April, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number) Bank Account Details and Specimen Signature for their corresponding physical folios to the Company or the RTA. Therefore, shareholders having folios without PAN and KYC details, will not be issued physical dividend warrant in terms of the abovesaid SEBI Circulars. Those shareholders can get their dividend electronically only after complying with

PAN, KYC details updating with the RTA of the Company/ Company

12. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
  - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
  - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under **Note No. 31**.
15. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions if any at least 10 days in advance but not later than 19<sup>th</sup> July, 2024 relating to the business specified in this Notice of AGM on the Email ID **-rahima.shaikh@lloyds.in**

Further, Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to [lloydsengg.in](http://lloydsengg.in) between **Wednesday 17<sup>th</sup> July, 2024 (9:00 A.M. IST) to Friday, 19<sup>th</sup> July, 2024 (5:00 P.M. IST)**. Only those Members who have preregistered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
16. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2014 relating to the Ordinary and Special Business to be transacted at the Annual General Meeting is annexed hereto.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

18. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to rahima.shaikh@lloyds.in.
19. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No. 28.**
20. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 20<sup>th</sup> July, 2024 to Friday, 26<sup>th</sup> July, 2024 (both days inclusive)**
21. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. Members desiring any information as regards to Accounts or any other matter to be placed at the AGM, are requested to write 10 days in advance to the Company through email on rahima.shaikh@lloyds.in The same will be replied by the Company suitably.
23. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.
24. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
25. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. **28<sup>th</sup> June, 2024** will receive Annual Report for the financial year 2023 - 24 through electronic mode only.
26. In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 34 and 36 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 Companies can send Annual Reports and other communications through electronic mode. Notice of the 30<sup>th</sup> AGM along with the Annual Report for F.Y. 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Physical copy of the Annual Report shall be sent to those Members who request for the same. The Member who wishes to obtain hard copy of the Annual Report can send a request for the same at email ID – **infoengg@lloyds.in** mentioning Folio No/ DP ID and Client ID.
27. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at **https://www.lloydsengg.in/**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and is also available on the website of e-voting agency CDSL at the website address **https://www.evotingindia.com/**.
- 28. Information and other instructions relating to e-voting are as under:**
- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its member's facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system. **(‘remote e-voting’)**.
  - The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
  - The Board of Directors of the Company has appointed Mr. K.C. Nevatia Proprietor of M/s. K. C. Nevatia & Associates, Company Secretaries, (FCS: 3963, CP No.2348) as the Scrutinizer, to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **19<sup>th</sup> July, 2024**.
  - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., **19<sup>th</sup> July, 2024** only shall be entitled to avail the facility of remote e-voting OR e-voting at the AGM.
  - The Scrutinizer, after scrutinizing e-voting at the AGM and remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.lloydsengg.in**. The results shall simultaneously be communicated to the Stock Exchange.

- g. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **26<sup>th</sup> July, 2024**.
- h. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

**The instructions for shareholders voting electronically are as under:**

- (1) The voting period begins on **22<sup>nd</sup> July, 2024 at 9.00 a.m. and ends on 25<sup>th</sup> July, 2024 at 5.00 p.m.** During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (3) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (4) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in De-mat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in de-mat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224430

**(5) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii. Click on "**Shareholders**" tab.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
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**For Members holding shares in Demat Form and Physical Form**

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for "LLOYDS ENGINEERING WORKS LIMITED" on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(6) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [infoengg@lloyds.in](mailto:infoengg@lloyds.in) and [mapansari@lloyds.in](mailto:mapansari@lloyds.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(7) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit

DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

**(8)** If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

**(9)** All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

**29. Instructions for members for attending the AGM through vc/oavm are as under:**

- i. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the AGM through VC/OAVM can apply at infoengg@lloyds.in, rahima.shaikh@lloyds.in requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
- iv. Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in Point No. 12 of this Notice.
- v. Members who are desirous of attending the AGM may send their request by 19<sup>th</sup> July, 2024. On successful registration with the company, the invitation to join the AGM will be sent to the Members on their registered email IDs latest by 22<sup>nd</sup> July, 2024. This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the AGM will be shared on the registered email id of the member only after successful registration with the Company.
- vi. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting ID/Password/Email Address) and Join the

Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

- vii. In case of Android/I phone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
  - viii. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
  - ix. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - x. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
  - xi. Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote thereat.
- 30.** Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- 31.** In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling AGM has been uploaded on the website of the Company at www.lloyds.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
- 32.** Investor Grievance Redressal: - The Company has designated an e-mail id infoengg@lloyds.in, rahima.shaikh@lloyds.in to enable investors to register their complaints, if any. Also, SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31<sup>st</sup> July, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4<sup>th</sup> August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated 31<sup>st</sup> July, 2023 (updated as on 11<sup>th</sup> August, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/> login).
- 33.** The details of Director’s Appointment or Re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India are as below:

**1. Mr. Rajashekhar Mallikarjun Alegavi (Non-Executive Director)**

Name of Director	Mr. Rajashekhar Mallikarjun Alegavi
DIN	03584302
Date of Birth	24-04-1950
Age	74 Years
Date of first appointment on the Board	26.10.2018
Qualifications	B.E. Chemical Engineering
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	<p>Mr. Rajashekhar Mallikarjun Alegavi is B.E. Chemical Engineering, 1<sup>st</sup> Class from Mysore University, having 47 years rich experience in Design, Manufacturing, Erection and Commissioning of Chemical Equipment both in Hydro Carbon and Non-Hydro Carbon Industries and clean environment like Air/Gas/Liquid Dryers, Heat Exchangers, Boilers, Power Plant and LPG Loading Stations.</p> <p>Mr. Mr. Rajashekhar Mallikarjun Alegavi served in various Engineering Industries for 18 years and thereafter headed a Process Equipment Engineering Company for over 18 years and held Consultancy-cum- Advisory Position in Lloyds Group for over a decade.</p>
Directorship Held in Other Listed companies	None
Memberships/Chairmanships of committees of other Listed companies \$	Chairman of Risk Management Committee of the Company
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship Between Directors Inter-se	None (the Director is independent of every other director)
Relationship with Key Managerial Personnel	None
Terms and conditions of appointment	Non-Executive Director, Liable to retire by rotation.
Number of Meetings attended in the Financial Year i.e. 2023-24	Out of 13 Meetings held in a year, 12 Meetings were attended.
Date of first appointment in the Board	26 <sup>th</sup> October, 2019 - Additional Director in Non-Executive Capacity October 2018 and 19 <sup>th</sup> August, 2019- Non-Executive Director of the Company.

**2. Mr. Devidas Kashinath Kambale – Independent Director of the Company (Approval for continuation of appointment after attaining the age of 75 years from 1<sup>st</sup> June, 2026)**

Name of Director	Mr. Devidas Kashinath Kambale
DIN	00020656
Date of Birth	01.06.1951
Age	72 Years
Date of first appointment on the Board	06.03.2024
Qualifications	Mr. Devidas Kambale who holds a Professional Degree of Masters in Financial Management from J. Bajaj Institute of Management is also a certified banker in the course of Chartered Associate of India Institute of Bankers (CAIIB) Exam which is conducted by the IIBF (Indian Institute of Banking and Finance). He also holds a Degree in Master of Commerce.
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	He has a rich exposure in the areas like Project Monitoring & follow up, Recovery, CDR, Priority Sector Dept, and he also represented as a nominee of IDBI on the Board of the various companies. He is having more than 30 years' experience in banking sector and worked with IDBI at senior levels.
Directorship Held in Other Listed companies	None
Memberships/Chairmanships of committees of other Listed companies	None

Name of Director	Mr. Devidas Kashinath Kambale
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship Between Directors Inter-se	None (the Director is independent of every other director)
Terms and conditions of appointment	Independent Director appointed on 28 <sup>th</sup> May, 2024 by way of postal ballot for first term starting from 6 <sup>th</sup> March, 2024 to 30 <sup>th</sup> September, 2028.
Number of Meeting attended in Financial Year 2023-24	Not Applicable – As Appointed on 6 <sup>th</sup> March, 2024 as an Additional Director in Non-Executive Independent Capacity and thereafter as an Independent Director from 6 <sup>th</sup> March, 2024 to 30 <sup>th</sup> September, 2028 through postal ballot on 28 <sup>th</sup> May, 2024.

**3. Re-appointment of Mr. Lakshman Ananthsubramanian (DIN: 08648489) as an Independent Director for a second term of five years, in terms of Section 149 of the Companies Act, 2013**

Name of Director	Mr. Lakshman Ananthsubramanian
DIN	08648489
Date of Birth (Age)	19/06/1949
Age	75 years.
Date of first Appointment on Board	24 <sup>th</sup> January, 2020
Qualifications	B.Sc (Science)
A Brief Resume of the Director & Nature of his Expertise in Specific Areas:	Mr. Lakshman Ananthsubramanian is an experienced Banking Professional, who had joined the Reserve Bank of India in 1970 and after serving 8 years at Reserve Bank of India (RBI), was deputed to Industrial Development Bank of India (IDBI) which was a subsidiary of the Reserve Bank of India.  Shri. Lakshman Ananthsubramanian during his 29 years meritorious service with RBI/IDBI has appraised more-than 100 medium sized and large projects in Steel, Cement, Textiles and Infrastructure and handled Merchant Banking Division as well as Investor Relations during his tenure at IDBI.
Directorships held in other Listed Entities.	NO
Memberships /Chairmanships of Committees of other Listed Entities (includes only Audit Committee and Stakeholders' Relationship Committee.)	NO
Number of shares held in the Company	Nil
Terms and Conditions of Appointment along with details of remuneration last drawn by such person, if applicable	Reappointed as an Independent Director for a second term of five consecutive years commencing from 24 <sup>th</sup> January, 2025 till 23 <sup>rd</sup> January, 2030.  Remuneration: NIL  He shall be entitled for the sitting fees of the Company as payable to the other Independent Directors. He shall not be entitled for any Stock Option Plan pursuant to Employee Stock Option Plan of the Company.
Number of Board Meetings attended for the Financial Year 2023-24	Out of 13 Meetings held by the Board, 12 Meetings were attended by him

**Note:** For other details such as remuneration drawn, if any, in respect of the above Directors please refer to the Board's Report and the Corporate Governance Report.

**34.** Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**By Order of the Board  
For Lloyds Engineering Works Limited  
(formerly known as Lloyds Steels Industries Limited)**

Date: 2<sup>nd</sup> May, 2024  
Place: Mumbai

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

## Statement Pursuant to Section 102 (1) of the Companies Act, 2013 (“The Act”)

### Annexed to the Notice convening the Thirtieth (30<sup>th</sup>) Annual General Meeting Scheduled to be held on Friday, 26<sup>th</sup> July, 2024.

#### Item No. 4:

The Board of Directors, at its Meeting held on 2<sup>nd</sup> May, 2024 upon the recommendation of the Audit Committee, approved the re-appointment of M/s. Manisha & Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year ending on 31<sup>st</sup> March, 2025, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 45,000 (Rupees Forty-Five Thousand only) (plus Goods and Services Tax and reimbursement of out-of-pocket expenses, if any).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor, is required to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an **Ordinary Resolution** as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2025.

M/s. Manisha & Associates have furnished a certificate dated 26<sup>th</sup> April, 2024 regarding their eligibility for reappointment as Cost Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval of the Members.

#### Item 5:

As per Regulation 17(1A) of SEBI (LODR) Regulations, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) Non-Executive Director of the Company sought for continuation of his appointment who shall be attaining the age of seventy-five (75) years i.e., from 24<sup>th</sup> April, 2025.

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) is B.E. Chemical Engineering, 1<sup>st</sup> Class from Mysore University, having 47 years rich experience in Design, Manufacturing, Erection and Commissioning of Chemical Equipment both in Hydro Carbon and Non-Hydro Carbon Industries and clean environment like Air/

Gas/Liquid Dryers, Heat Exchangers, Boilers, Power Plant and LPG Loading Stations.

He has also served in various Engineering Industries for 18 years and thereafter headed a Process Equipment Engineering Company for over 18 years and held Consultancy cum-Advisory Position in Lloyds Group for over a decade.

His technical expertise is in design and process equipments which have been recognized by reputed consultancy organizations such as Engineers India Limited amongst others.

He being a Non-Executive Director of the Company since 2019 i.e. for more than five years and carries a rich experience of 65 years in other fields which includes Design and Engineering which will be beneficial for the Company. He is a Professional and Technical Expert in designing and engineering of various equipment's and renders professional, technical, and technological advice to the company from time to time on need-based requirements.

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) being an experienced professional has been valuable to our Company's Board and has advised positively only for the betterment of the Company. Hence, Board of Directors at its meeting held on 2<sup>nd</sup> May, 2024 has approved continuation of appointment of Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) as a Non-Executive Director of the Company after attaining the age of seventy-five years from 24<sup>th</sup> April, 2025 based on the recommendations of nomination & remuneration committee and members approval has been sought for the same as Regulation 17 (1A) of SEBI (LODR) Regulations, 2015, mandates the Company to take Members Approval by Special resolution for all the Non-Executive Directors of the Company who has attained the age of seventy five years.

Except Mr. Rajashekhar Mallikarjun Alegavi, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested in resolution set out at Item no. 5 of the Notice.

The Board recommends the **Special Resolution** set forth in Item No. 5 of the Notice for approval of the Members.

#### Item no. 6:

As per Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015, all fees or compensation (except sitting fees), if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) is a Non-Executive Director of the Company and rendering Technical Consultancy services to the Company based on his rich and core experience in the field of Company's engineering business. Mr. Rajashekhar Mallikarjun Alegavi is a Professional and Technical Expert in designing and engineering of various equipment's and renders professional, technical, and technological advice to the company from time to time on need-based requirements.

Accordingly, Consent of the Members is required to approve Technical Consultancy charges/ fees towards the Technical Consultancy services rendered by Mr. Rajashekhar Mallikarjun Alegavi, Non- Executive Directors of the Company in a year aggregate to Rs. 1 Crore. The Company has taken appropriate approvals of Audit Committee and Board of Directors pursuant to the section 188 of the Companies Act, 2013 as this transaction is at arm length price and ordinary course of business.

However, Regulation 17 of SEBI (LODR) Regulations, 2015 mandates shareholders' approval in case of all fees or compensation, if any, paid to non-executive directors. This has necessitated seeking approval of the Members by way of a special resolution for payment of Technical Consultancy charges/ fees to Mr. Rajashekhar Mallikarjun Alegavi, non- executive Director of the Company as per terms and conditions of the respective service agreement as may be executed of aforesaid, in order to comply with the above-mentioned Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015.

The Board of Directors therefore recommends the resolution as set out in Item No. 6 of the Notice for approval of members of the Company by way of a **Special Resolution**.

None of the Director apart from above and any of the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 7:

As per Regulation 17(1A) of SEBI (LODR) Regulations, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mr. Devidas Kashinath Kambale was appointed as Independent Director via postal ballot on 28<sup>th</sup> May, 2024 for a first term commencing from 6<sup>th</sup> March, 2023 to 30<sup>th</sup> September, 2028 and members approval sought for continuation of Mr. Devidas Kashinath Kambale, Non-Executive Independent Director who shall be attaining the age of seventy-five (75) i.e., from 1<sup>st</sup> June, 2026.

Mr. Devidas Kashinath Kambale who holds a Professional Degree of Masters in Financial Management from J. Bajaj Institute of Management is also a certified banker in the course of Chartered Associate of India Institute of Bankers (CAIIB) Exam which is conducted by the IIBF (Indian Institute of Banking and Finance). He also holds a Degree in Master of Commerce.

He is having more than 30 years' experience in banking sector and also worked with IDBI at senior levels.

During his long period of service, he worked in all the Operational Departments like Project Appraisal, Corporate Finance Departments and Rehabilitation Department and also headed Corporate Debt Restructuring Cell (CDR).

He has a rich exposure in the areas like Project Monitoring & follow up, Recovery, CDR, Priority Sector Dept, and he also represented as a nominee of IDBI on the Board of the various companies like companies like Balrampur Chini, S. Kumars Nationwide, SJK Steel

Co. Ltd (now taken over by Kalyani Group), Kumar Metallurgical, Sanghi Industries Ltd, Ashok Papers, Gayatri Sugars.

He was involved in appraisal of various Green Projects including projects like Binani Cement Limited and Neelachal Ispat Nigam Limited.

As CAIIB provides an advanced knowledge necessary for better decision-making covering Treasury Management, Risk Management, Balance Sheet Management, Credit Management, International Banking, Economic Analysis etc, Mr. Devidas Kambale being an experienced professional shall be valuable to our Company's Board and for the betterment of the Company.

Hence, the Board at its meeting held on 2<sup>nd</sup> May, 2024 has approved continuation of term of Mr. Devidas Kashinath Kambale after attaining the age of seventy-five years from 1<sup>st</sup> June, 2026 till 30<sup>th</sup> September, 2028, on the recommendation nomination & remuneration committee and members approval has been sought for the same.

Except Mr. Devidas Kashinath Kambale, none of the Directors, Key Managerial Person(s) of the Company including their relatives other than mentioned above are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the **Special Resolution** set forth in Item No. 7 of the Notice for approval of the Members.

#### Item No.8:

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder, Mr. Lakshman Ananthsubramanian (DIN: 08648489) aged 75 years, who had been appointed as a Non-Executive Independent Director of the Company for a period of five years from 24<sup>th</sup> January, 2020 to 23<sup>rd</sup> January, 2025, by the shareholders at the 26<sup>th</sup> Annual General Meeting ('AGM') held on 8<sup>th</sup> September, 2020.

Accordingly, he is due for his retirement from the first term as a Non-Executive Independent Director on 23<sup>rd</sup> January, 2025. Section 149(10) of the Act, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a Special resolution by the Member/ Shareholders. In terms of Section 149 read with Section 152 and Schedule IV of the Act, Mr. Lakshman Ananthsubramanian (DIN: 08648489) is entitled for second term as an Independent Director of the Company. The performance evaluation of Mr. Lakshman Ananthsubramanian, for the financial year ended 31<sup>st</sup> March, 2024, was carried out by other Independent Directors.

Mr. Lakshman Ananthsubramanian was rated highly as an Independent Director of the Company on the various evaluation parameters. The evaluation outcome was placed before the Nomination and Remuneration Committee (NRC) and the Board, the Board has discussed the same and expressed satisfaction over the evaluation outcome. Consequently, the Board based on the outcome of his performance evaluation and recommendation of the NRC, is of the opinion that Mr. Lakshman Ananthsubramanian fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and is independent of the management.

The NRC and the Board are of the view that the continued association of Mr. Lakshman Ananthsubramanian and his rich experience and vast knowledge that he brings with him would be in the interest of the Company.

The Board also believes that he possesses appropriate skills, expertise and competencies in the context of the Company's businesses. Considering the above, it is recommended to re-appoint Mr. Lakshman Ananthsubramanian (DIN: 08648489) aged 75 years as a Non-Executive Independent Director for the second term of five (5) consecutive years with effect from 24<sup>th</sup> January, 2025 till 23<sup>rd</sup> January, 2030, not liable to retire by rotation, by passing the special resolution as set out in the Notice of the 30<sup>th</sup> AGM.

The Company has received, inter alia, (i) declaration in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Lakshman Ananthsubramanian to the effect that he is not disqualified under Section 164 of the Act; (ii) declaration that he meets the criteria of independence as provided in the Act and the SEBI Listing Regulations; (iii) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or by any other such authority; and (iv) a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Lakshman Ananthsubramanian as an Independent Director of the Company. Other details of Mr. Lakshman Ananthsubramanian pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 are given in Annexure-A, annexed herewith.

#### **Profile of Mr. Lakshman Ananthsubramanian.**

Mr. Lakshman Ananthsubramanian, Bachelor of Science (Science) Graduate, aged 75 years is an experienced Banking Professional, who had joined the Reserve Bank of India in 1970 and after serving 8 years at Reserve Bank of India (RBI), was deputed to Industrial Development Bank of India (IDBI) which was a subsidiary of the Reserve Bank of India.

Mr. Lakshman Ananthsubramanian during his 29 years meritorious service with RBI/IDBI has appraised more-than 100 medium sized and large projects in Steel, Cement, Textiles and Infrastructure and handled Merchant Banking Division as well as Investor Relations during his tenure at IDBI.

Mr. Lakshman Ananthsubramanian, after voluntary retirement from IDBI in 2007 as General Manager, worked in UK as Consultant for 3 years.

Mr. Lakshman Ananthsubramanian being an experienced professional has been valuable to our Company's Board and has advised positively for the betterment of the Company.

The Board at its meeting held on 2<sup>nd</sup> May, 2024, has approved the re-appointment of term of Mr. Lakshman Ananthsubramanian for second term of five consecutive years with effect from 24<sup>th</sup> January, 2025 till 23<sup>rd</sup> January, 2030 who has attained the age of 75 years on 19<sup>th</sup> June, 2024, based on the recommendations received by Nomination & Remuneration Committee, members approval has been sought for the same.

Except Mr. Lakshman Ananthsubramanian and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of the Notice of the 30<sup>th</sup> AGM.

The Board, recommends the **Special Resolution** set forth in item no. 8 of the Notice for approval of the members.

#### **Item No. 9:**

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

M/s. Lloyds Metals and Energy Limited falls under the definition of "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations. The Company has entered into transaction related to sale, purchase, supply and service Contract (s)/Arrangement(s)/Transaction(s) with M/s Lloyds Metals and Energy Limited, accordingly shareholder's approval was accorded in the 29<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> July, 2024 for the maximum aggregate limit of Rs. 1000 Crore. However, Company intends to place new sale, purchase, supply and service Contract (s)/Arrangement(s)/Transaction(s) with M/s Lloyds Metals and Energy Limited and sought members approval for a limit of 2000 (Two Thousand) Crore at any given financial year.

Accordingly, the Board of Directors of the Company, based on the approval of Audit Committee at their meeting held on 2<sup>nd</sup> May, 2024 have approved the aggregate limit of Rs. 2000 (Two Thousand) Crore during the financial year 2024-25 and now seek approval of the shareholders by way of Ordinary Resolution to enable the Company to continue and/or enter the following Related Party Transaction in one or more tranches. The Contract(s)/ arrangement(s)/ transaction(s) under consideration, is to be entered into by the Company with M/s. Lloyds Metals and Energy Limited at arm's length basis.

Details of the proposed RPTs between the Company and LMEL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, are as follows:

S r. No.	Particulars	Remarks
<b>1. A summary of information provided by the management to the Audit Committee:</b>		
1.	Name of the Related Party	Lloyds Metals and Energy Limited (LMEL)
2.	Name of the Director or KMP or any other person who is related	Mr. Mukesh R. Gupta, Chairman and Whole-Time Director of the Company is a director and holds more than 2% along with his relatives in LMEL.
3.	Nature of Relationship	
4.	Type of the proposed transaction	Sale/Purchase of Supply and Services
5.	Any advance paid or received	None
6.	Tenure of Proposed Transaction	At any given Financial Year
7.	Nature, material terms, monetary value, and particulars of the Contract(s)/ arrangement(s)/ transaction(s)/ Tenure of the transaction	Sale/Purchase of Supply and Services on terms and conditions of Contracts/Work Orders issued time to time.
8.	Particulars of the proposed transaction	Transactions are in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in
9.	Value of the proposed transaction(s)	2000 (Thousand) Crore on annual basis at any given Financial Year
10.	Percentage of Lloyds Engineering's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	321% Approx
11.	Percentage of the counter-party's (i.e. Lloyds Metals and Energy Limited) annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	30.67% Approx (disclosed by the Company)
12.	Benefits of the proposed transaction	The Company being an Engineering Giant in the sector, desirous of providing it's expertise service to other group companies, which may also help to leverage it's own niche skills, capabilities and expertise. Since various group companies are expanding their horizon and operational capacities, LEWL could be their proficient and reliable partner in their this journey of expansion and excellence. Further such transactions shall also bring mutual benefits and synergies to the entire group, which will ultimately prosper companies' growth in the segment.
13.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally.
14.	Justification for the transaction	Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.
15.	Details of transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
	A. Source of funds	NA
	B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: <ul style="list-style-type: none"> <li>• Nature of indebtedness</li> <li>• cost of funds and</li> <li>• tenure of the indebtedness</li> </ul>	NA



S r. No.	Particulars	Remarks
	C. Terms of the loan, inter-corporate deposits, advances, or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	NA
4	Any other information that may be relevant	NA

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mr. Mukesh Gupta and Mr. Shreekrishna Gupta, none of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the **Ordinary Resolution** set out at item no. 9 of the Notice for approval by the Members.

#### Item No. 10:

The Company intends to enter into contract(s) or arrangements(s) or transaction(s) with LLOYDS ENTERPRISES LIMITED ('LEL') (formerly known as Shree Global Tradefin Limited), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), relating to procurements of steel or any other raw material as may be required in the ordinary course of business.

The Board in the meeting held on 2<sup>nd</sup> May, 2024 has approved the total value of the transaction(s) as recommended by the Audit Committee, for a total limited of Rs. 100 Crore in any given Financial Year.

However, pursuant to Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through ordinary resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

Since the transaction value of Rs. 100 Crore is more than 10% turnover of the Company as per Financial Year ended 31<sup>st</sup> March, 2024 and the provisions of regulation 23 of SEBI (Listing Obligation Disclosure Regulation) 2015 will be applicable and members approval has been sought.

Details of the proposed RPTs between the Company and LEL including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, are as follows:

S r. No.	Particulars	Remarks
<b>A summary of information provided by the management to the Audit Committee:</b>		
1.	Name of the Related Party	Lloyds Enterprises Limited ('LEL') (formerly known as Shree Global Tradefin Limited)
2.	Name of the Director or KMP or any other person who is related	No director or KMP related to LEL
3.	Nature of Relationship	LEL is one of the promoters of the Company
4.	Type of the proposed transaction	Procurements of steel or any other raw material as may be required in the ordinary course of business.
5.	Nature, material terms, monetary value, and particulars of the Contract(s)/ arrangement(s)/ transaction(s)/ Tenure of the transaction	
6.	Tenure of Proposed Transaction	At any given Financial Year
7.	Any advance paid or received	None
8.	Particulars of the proposed transaction	Transactions are in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in
9.	Value of the proposed transaction(s)	100 (Hundred) Crore on annual basis at any given financial year

S r. No.	Particulars	Remarks
10.	Percentage of Lloyds Engineering's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	16.5% Approx
11.	Percentage of the counter-party's (i.e. Lloyds Enterprises Limited) annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	10.5% Approx as the consolidated turnover for FY 2023-24 is around Rs. 95,843.74 Lakh
12.	Benefits of the proposed transaction	The Company being an engineering services Company, aims to provide services to the group that may leverages niche skills, capabilities and a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity
13.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally
	Justification for the transaction	Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.
15.	Details of transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
	A. Source of funds	NA
	B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: <ul style="list-style-type: none"> <li>• Nature of indebtedness</li> <li>• cost of funds and</li> <li>• tenure of the indebtedness</li> </ul>	NA
	C. Terms of the loan, inter-corporate deposits, advances, or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	NA
	4. Any other information that may be relevant	NA

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the **Ordinary Resolution** set out at item no. 10 of the Notice for approval by the Members.

**By Order of the Board  
For Lloyds Engineering Works Limited  
(formerly known as Lloyds Steels Industries Limited)**

**Date: 2<sup>nd</sup> May, 2024  
Place: Mumbai**

**Sd/-  
Rahima Shabbir Shaikh  
Company Secretary and Compliance Officer  
ACS – 63449**