

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of the **Lloyds Engineering Works Limited (formerly known as Lloyds Steels Industries Limited)** will be held on **Thursday, 29th August, 2024 at 11:30 a.m. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following Special business:

1. Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crores Only) divided into 120,00,00,000 (One Hundred and Twenty Crores Only) Equity Shares of face value of Re. 1/- (Rupee One Only) each to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 200,00,00,000 (Two Hundred Crores Only) Equity Shares of face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Re.1/- (Rupee One) each.”

RESOLVED FURTHER THAT anyone of the Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

2. Acquisition of Controlling Stake in Techno Industries Private Limited by way of swap of Equity Shares through Preferential Allotment.

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory

modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI (ICDR) Regulations, 2018**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the equity listing agreement entered into by the Company with BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and collectively with BSE referred to as “**Stock Exchanges**”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the Reserve Bank of India (“**RBI**”) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from BSE, NSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company (“**Members**”) be and is hereby accorded, to authorize, create, issue, offer and allot, upto 1,76,05,634 (One Crores Seventy-Six Lakhs, Five Thousand Six Hundred and Thirty Four) Equity Shares of the Company of face value of Re. 1/- (Rupee One) each, fully paid-up, (“**Equity Share**”) at an Issue Price of Rs. 85.20 per Equity Share (Rupees Eighty-Five and Twenty paise Only) including a premium of Rs. 84.20 (Rupees Eighty-Four and Twenty paise Only) per Equity Share aggregating to Rs. 150,00,00,016.80 (Indian Rupees One Hundred Fifty Crores Sixteen Rupees and Eighty Paise only) on preferential allotment basis through private placement to the below mentioned person (“**Proposed Allottee**”) being the promoter and shareholder of Techno Industries Private Limited (“**TIPL**”), (CIN:U32109GJ2000PTC037915) for consideration other than cash i.e. in lieu of acquisition of their 66% stake in the equity shares of TIPL through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

Sr. No.	Name of Proposed Allottee	%age of stake in TIPL offered for acquisition	No. of Shares of TIPL proposed to be transferred to Lloyds Engineering Works Limited	No. of Shares of Lloyds Engineering Works Limited proposed to be allotted for the acquisition of TIPL Shares	Name of the Ultimate Beneficiaries/ Owners
	Category-Non Promoter				
1.	Bharat J. Patel	66%	82,50,000	1,76,05,634	Bharat J. Patel
Total		66%	82,50,000	1,76,05,634	

RESOLVED FURTHER THAT:

- The Relevant Date for the purpose of determination of the Issue price of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as 30th July 2024, which is 30 (thirty) days prior to the proposed date of passing of the shareholders' resolution approving the proposed preferential issue of the Equity Shares;
- The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form;
- The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend;
- the Equity Shares to be allotted to the Proposed Allottee shall be under lock-in as prescribed under the applicable provisions of the SEBI (ICDR) Regulations, 2018;
- The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of passing of this special resolution provided that where any approval or permission by any regulatory/statutory authority or the Central Government or the Stock Exchanges including the in-principle approval from the Stock Exchanges is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018; and
- the Company shall procure the listing and trading approvals for the Equity Shares to be allotted to the Proposed Investor from the Stock Exchange(s) in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

RESOLVED FURTHER THAT since the proceeds (consideration other than cash i.e. swap value of the securities) from the Preferential Issue are more than Rs. 100 Crores, a SEBI registered credit rating agency M/s. India Ratings and Research Private Limited, be and is hereby appointed as Monitoring Agency to monitor the use of proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board of Directors be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or such other appropriate authority may impose at the time of their approval and as may be agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT anyone of the Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

3. TO APPROVE CHANGE IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

The existing Main Objects of Clause II be and is hereby altered by substituting existing Clause 2 with the following clause:

“To carry on the business of developers, builders, masonry, General Construction Contractors, including designing, engineering, electrical engineering, Construction, and execution of infrastructure projects, fabrication, erection, buildings, houses, apartments, Malls/ building complexes, Retail, Sports Infrastructure, Studios, Theme Parks, , theatres, cinemas, multiplexes, concert halls, Indoor arenas, Convention centres, township projects, holiday resorts, hotels, motels whether upon or otherwise residential, office, Industrial, Institutional or commercial or and to equip, maintain, alter, the same or part thereof with all or any amenities or conveniences, drainage facility, electrical, mechanical, and to deal with the same in any manner whatsoever.”

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

4. INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT in supersession of the special resolution passed by the shareholders in their Annual General Meeting held on 13th August, 2022, and pursuant to the provisions of

Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are and which may be individual/aggregate in excess of the limits prescribed i.e over and above 60% of the Company's paid up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors and/or Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT in supersession of the special resolution passed by the shareholders in their Annual General Meeting held on 13th August 2022, pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 1000,00,00,000 (Rupees One Thousand Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the

ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. 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) Crores for a period of not exceeding one year i.e. starting from 30th August 2024 till 29th August 2025 or till the date of next Annual General Meeting whichever is earlier, 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.”

7. 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 Crores (Rupees One Hundred Crores only) for a period of not exceeding one year i.e. starting from 30th August 2024 till 29th August 2025 or till next Annual General Meeting whichever is earlier, 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.”

For Lloyds Engineering Works Limited
(formerly known as Lloyds Steels Industries Limited)

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

Date: 6th August 2024
Place: Mumbai

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

ANNEXURE TO NOTICE - STATEMENT U/S 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AS APPROVED BY CENTRAL GOVERNMENT ON GENERAL MEETINGS (SS-2)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1: Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

The current Authorized Capital of the Company is Rs. 120,00,00,000/- and the Paid-up Share Capital of the Company is Rs. 114,46,29,492/-. In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, your Board at its meeting held on 30th July, 2024 subject to the approval of the Members, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crores Only) divided into 120,00,00,000 (One Hundred and Twenty Crores Only) Equity Shares of face value of Re. 1/- (Rupee One Only) each to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 200,00,00,000 (Two Hundred Crores Only) Equity Shares of face value of Re. 1/- (Rupee One Only) each.

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Capital Clause of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the Members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 29th August, 2024.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

Item No. 2: Acquisition of Controlling Stake in Techno Industries Private Limited (“TIPL”) by way of swap of equity shares through Preferential Allotment.

The Board of the Directors of the Company at its meeting held on 30th July, 2024 have entered into a Share Purchase Agreement with Mr. Bharat J. Patel (“**Seller 1**”) and Mrs. Ritaben Patel (“**Seller 2**”) and collectively with Seller 1 hereinafter referred to as the “**Sellers**”), the existing promoters and shareholders of the Target Company *namely* Techno Industries Private Limited

(TIPL), wherein the Company has agreed to acquire 66% Shareholding in the Target Company held by Seller 1 by issue and allotment of 1,76,05,634 Equity Shares of the Company through Preferential allotment in lieu of the agreed purchase consideration.

Accordingly, the Board of Directors of your Company has passed the Board Resolution to issue and allot 1,76,05,634 (One Crore, Seventy-Six Lakhs, Five Thousand Six Hundred and Thirty-Four only) Equity Shares of the Company of Face Value of Re. 1/- (Rupee One) each, fully paid-up, at an issue price of Rs. 85.20 per Equity Share (Rupees Eighty-Five and Twenty paise Only) including a premium of Rs. 84.20 (Rupees Eighty-Four and Twenty paise Only) per Equity Share aggregating to Rs. 150,00,00,016.80 (Indian Rupees One Hundred Fifty Crores Sixteen Rupees and Eighty Paise only) on preferential basis to the Seller 1 in proportion to his 66% shareholding in Techno Industries Private Limited for consideration other than cash (i.e. in lieu of acquisition of Seller 1's 66% stake in Techno Industries Private Limited).

Techno Industries Private Limited incorporated under the Companies Act, 1956 (CIN: U32109GJ2000PTC037915) on 1st May, 2000 and is having its Registered Office at 5002, Phase IV, GIDC Vatva, Ahmedabad- 382445, Gujarat. Techno Industries Private Limited ("TIPL") has established itself as a leading player in the elevator and escalator space with a significant presence in India's motor and pump industry. TIPL is promoted by Mr. Bharat J. Patel being a technocrat with experience of more than three decades. It has a Strong Existing base of 21k+ elevators, 800k+ induction motors, and 11.5mn+ pumps, with Elevators installed nationwide, along with a wide base of Motors and Pumps. TIPL has robust profitability and margin profile, with the ability to scale up further and faster. Its clients include Adani Group, Dalmia Cement, JSW, L&T, Aditya Birla Group, NTPC and some of the largest engine OEMs in India.

Pursuant to the above acquisition, your Company will become the Holding Company of TIPL subject to necessary statutory/ regulatory approvals.

In terms of Section 62(1)(c) read with Sections 23, 42 of the Companies Act, 2013 and rules made thereunder, and in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, 2018, the Preferential Issue requires approval of the Members by way of a special resolution.

Accordingly, consent of the Members is being sought in terms of Section 23, 42 and 62 of the Act and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under:

1. List of Allottees for Preferential Allotment of Equity Shares:

® Registered Office	: Plot No. A-5/5, MIDC Industrial Area, Murbad, District Thane – 421 401 +91 2524 222271 +91 95456 54196
© Corporate Office	: A-2, 2 nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (W), Mumbai – 400 013 +91 22 6291 8111
‡ Works	: Plot No. A-5/4, A-5/5 & A-6/3, MIDC Industrial Area, Murbad, District Thane – 421 401
	: K-3, Additional Murbad Industries Area, Kudavali Village, MIDC Murbad, District Thane – 421 401

Sr. No.	Name of Proposed Allottee	%age of stake in TIPL offered for acquisition	No. of Shares of TIPL proposed to be transferred to Lloyds Engineering Works Limited ("the Company")	No. of Shares of Lloyds Engineering Works Limited proposed to be allotted for the acquisition of TIPL Shares	Name of the Ultimate Beneficiaries/ Owners
	Category-Non Promoter				
1.	Bharat J. Patel	66%	82,50,000	1,76,05,634	Bharat J. Patel
	Total	66%	82,50,000	1,76,05,634	

2. Amount which the company intends to raise by way of such securities:

Aggregating up to Rs. 150,00,00,016.80.

3. Objects of the Preferential Issue:

In terms of the Act and the SEBI ICDR Regulations, 2018, approval of the Members of the Company is being sought by way of a Special Resolution for the issuance of Equity Shares, on a preferential basis by way of a private placement.

The proposed issue of 1,76,05,634 Equity Shares of Re. 1/- each on Preferential allotment basis at an Issue Price of Rs. 85.20 each amounting to Rs. 150,00,00,016.80 is being made for consideration other than cash with the object of acquiring 66% of the issued, subscribed and paid up equity share capital of TIPL from Mr. Bharat J. Patel. Following is the Equity Share Capital Structure of TIPL as on the date of this notice:

Category	No. of Equity Shares	Shareholding (%)
Promoter (A)	1,24,99,999	100.00
Non Promoter (B)	0	0.00
Total(C) = (A)+(B)	1,24,99,999	100.00

Subject to the necessary statutory approvals, the Company will acquire 82,50,000 Equity Shares (66%) stake of TIPL from Mr. Bharat J. Patel, the Promoter and Shareholder of TIPL in consideration of which Preferential Allotment of 1,76,05,634 Equity Shares of the Company would be made to Mr. Bharat J. Patel (Promoter and Shareholder of TIPL) **not** belonging to Promoters/ Promoter Group of the Company i.e. swap of Equity Shares of both the companies (i.e. 1,76,05,634 Equity Shares of Lloyds Engineering Works Limited will be issued and

allotted, for 82,50,000 Equity Shares held by Mr. Bharat J. Patel (Seller) in Techno Industries Private Limited).

Tentative Timeline for acquisition of 66% of his stake in TIPL: The Company will issue and allot 1,76,05,634 Equity Shares to the Proposed Allottee i.e. Mr. Bharat J. Patel against the acquisition of 66% of his stake in TIPL within a period of 15 (fifteen) days from the date of passing of this Special Resolution by the Members in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory/statutory authority or the Central Government or the Stock Exchanges including the in-principle approval from the Stock Exchanges is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of SEBI (ICDR) Regulations, 2018.

Pursuant to the above acquisition, the Company will become the Holding Company of TIPL subject to necessary statutory/ regulatory approvals.

The guidelines prescribed by NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022 for disclosing the Object of the Issue is Not Applicable since the Preferential Issue is for consideration other than cash.

4. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue up to 1,76,05,634 Equity Shares of Re. 1/- each, fully paid-up, at a price of Rs. 85.20 including premium of Rs. 84.20 on preferential basis for consideration other than cash i.e. swap of Equity shares of both the companies (i.e. 1,76,05,634 Equity Shares of Lloyds Engineering Works Limited will be issued and allotted, for 82,50,000 Equity Shares held by Mr. Bharat J. Patel (Seller) in Techno Industries Private Limited).

5. Pricing/ Basis on which the price of the Preferential Issue has been arrived at:

- A] As required under Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018, the valuation of Equity Shares of Lloyds Engineering Works Limited and Techno Industries Private Limited has been done by Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the “**Valuation Report**”) dated 29th July, 2024. Accordingly, the Fair Value of Equity Shares of Lloyds Engineering Works Limited is Rs. 85.15 per Equity Share and the Fair Value of equity shares of Techno Industries Private Limited is Rs. 183.07 per equity share. The Valuation Report so obtained from the Independent Registered Valuer is available in the “Investor Corner” tab on the website of the Company at the following link: www.lloydsengg.in .
- B] The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as “Stock Exchanges”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 on BSE and NSE. NSE being the Stock Exchange with highest trading volumes during the preceding 90 trading days prior to the Relevant Date has been considered for pricing in compliance with

Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price shall not be less than higher of the following:

- a. Rs. 68.55 - the 90 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date; or
- b. Rs. 85.15 - the 10 trading days volume weighted average price of the equity shares of the Company quoted on NSE preceding the Relevant Date. \

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 85.15 each.

- C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation Report provided by the Independent Registered Valuer as per Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018 in sub point A above and valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares of the Company on Preferential basis is Rs. 85.15 (Face Value of Re. 1/- each + Premium of Rs. 84.15).

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares of the Company on Preferential basis shall be at a price of Rs. 85.20 (Face Value Re. 1/- each + Premium Rs. 84.20). Further, the Board of the Directors of the Company have considered the Fair Value of Equity Shares of Techno Industries Private Limited as Rs. 183.07 each for the purpose of swapping of equity shares.

6. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 30th July, 2024 being the date 30 days prior to 29th August, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

7. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares is made to Individual belonging to Non-Promoters category.

8. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing directors, promoters or key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

9. The change in control if any in the company that would occur consequent to the preferential offer;

The proposed Preferential Allotment of Equity Shares will **not result in any change** in the management and control of the Company. However, the percentage of post preferential issue capital that will be held by the Investor Non-Promoter category shall be 1.51%.

10. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of this Special Resolution by the Members in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory/statutory authority or the Central Government or the Stock Exchanges including the in-principle approval from the Stock Exchanges is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of SEBI (ICDR) Regulations, 2018.

11. Shareholding pattern before and after Preferential Issue would be as follows:

CATEGORY OF SHAREHOLDERS	Pre- Preferential Issue		Preferential Issue		Post- Preferential Issue	
	No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
PROMOTER AND PROMOTER GROUP						
(A1) Individuals/Hindu undivided Family						
Ravi Agarwal	58,471	0.01	-	-	58,471	0.01
Mukesh R Gupta	50,514	0.00	-	-	50,514	0.00
Renu R Gupta	14,249	0.00	-	-	14,249	0.00
Abha M Gupta	7,956	0.00	-	-	7,956	0.00
Rajesh R Gupta	44,222	0.00	-	-	44,222	0.00
Sub-Total (A1)	1,75,412	0.02	-	-	1,75,412	0.02
(A2) Any Other (BODIES CORPORATE)						
Lloyds Metals and Minerals Trading LLP	8,73,52,941	7.63	-	-	8,73,52,941	7.52
AEON TRADING LLP	8,73,52,941	7.63	-	-	8,73,52,941	7.52
Lloyds Enterprises Limited	48,04,12,901	41.97	-	-	48,04,12,901	41.34

Sub-Total (A2)	65,51,18,783	57.23	-	-	65,51,18,783	56.37
Total Shareholding of Promoters and Promoter Group (A=A1+A2)	65,52,94,195	57.25	-	-	65,52,94,195	56.38
SHAREHOLDING OF PUBLIC SHAREHOLDERS						
(B1) Institutions (Domestic)						
Mutual Funds/	12,44,670	0.11	-	-	12,44,670	0.11
Alternate Investment Funds	2,77,902	0.02	-	-	2,77,902	0.02
Banks	1,58,120	0.01	-	-	1,58,120	0.01
Sub Total (B1)	16,80,692	0.15	-	-	16,80,692	0.14
(B2) Institutions (Foreign)						
Foreign Portfolio Investors Category I	2,36,84,303	2.07	-	-	2,36,84,303	2.04
Foreign Portfolio Investors Category II	16,49,153	0.14	-	-	16,49,153	0.14
Any Other(Institutions (Foreign))	18,156	0.00	-	-	18,156	0.00
Sub Total (B2)	2,53,51,612	2.21	-	-	2,53,51,612	2.18
(B3) Central Government/ State Government(s)/ President of India						
State Government / Governor	136	0.00	-	-	136	0.00
Sub Total (B3)	136	0.00	-	-	136	0.00
(B4) Non-Institutions						
Directors and their relatives (excluding independent directors and nominee directors)	1,496	0.00	-	-	1,496	0.00
Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	1,05,912	0.01	-	-	1,05,912	0.01
Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	6,950	0.00	-	-	6,950	0.00

LLOYDS ENGINEERING WORKS LIMITED
(Formerly known as Lloyds Steels Industries Limited)

Resident Individuals holding nominal share capital up to Rs. 2 lakhs	29,10,20,227	25.42	-	-	29,10,20,227	25.04
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	9,96,12,930	8.70	-	-	9,96,12,930	8.57
Bharat J Patel	-	0.00	1,76,05,634	1.51	1,76,05,634	1.51
Total shareholding of Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	9,96,12,930	8.70	1,76,05,634	1.51	11,72,18,564	10.09
Non Resident Indians (NRIs)	86,49,704	0.76	-	-	86,49,704	0.74
Bodies Corporate	2,27,36,490	1.99	-	-	2,27,36,490	1.96
Any Other (specify)			-	-		0.00
Escrow Account	1,156	0.00	-	-	1,156	0.00
Unclaimed or Suspense or Escrow Account	343	0.00	-	-	343	0.00
Trusts	89,500	0.01	-	-	89,500	0.01
HUF	3,61,26,155	3.16	-	-	3,61,26,155	3.11
Foreign Portfolio Investor (Category - III)	-	0.00	-	-	-	0.00
Employees	1,272	0.00	-	-	1,272	0.00
Clearing Members	36,14,022	0.32	-	-	36,14,022	0.31
Sub Total B4	46,19,66,157	40.36	1,76,05,634	1.51	47,95,71,791	41.26
Total Public Shareholding (B=B1+B2+B3+B4)	48,89,98,597	42.72	1,76,05,634	1.51	50,66,04,231	43.59
Shares held by Employee Trusts (C)	3,36,700	0.03	-	-	3,36,700	0.03
Total (A)+(B)+(C)	1,14,46,29,492	100.00	1,76,05,634	1.51	1,16,22,35,126	100.00

* As on 26th July, 2024

12. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post

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: A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (W), Mumbai – 400 013 | +91 22 6291 8111

‡ Works

: Plot No. A-5/4, A-5/5 & A-6/3, MIDC Industrial Area, Murbad, District Thane – 421 401

: K-3, Additional Murbad Industries Area, Kudavali Village, MIDC Murbad, District Thane – 421 401

preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Proposed Allottees	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue (After issue of 1,76,05,634 Equity Shares)	
		No of shares held	% of share holding		No of shares held	% of share holding
Category- Non Promoters						
Bharat J. Patel	Bharat J. Patel	0	-	1,76,05,634	1,76,05,634	1.51%

* As on 26th July, 2024

14. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Bharat J. Patel	Not Applicable	Non- Promoter

15. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2024 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

The Company is issuing Equity Shares to Mr. Bharat J. Patel (Proposed Allottee) on preferential basis for consideration other than cash and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 in lieu of acquisition of 82,50,000 Equity Shares (66%) stake of Techno Industries Private Limited by the Company. Considering the Valuation Report, Board of Directors of the Company has approved and passed the resolution for issue of 1,76,05,634 Equity Shares at price of Rs. 85.20 against 82,50,000 Equity Shares of Techno Industries Private Limited to the Mr. Bharat J. Patel, Promoter and Shareholder of Techno Industries Private Limited.

17. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Non-promoter

18. Undertakings:

The Company undertakes that:

- i. None of the Promoters of the Company or the members of the Promoter Group of the Company or directors of the Company are a fugitive economic offender or a wilful defaulter or a fraudulent borrower.
- ii. They shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- iii. As the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) and Regulation 167(5) of SEBI (ICDR) Regulations, 2018 governing re-computation of price shall not be applicable.
- iv. If the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- v. The Company does not have any outstanding dues to SEBI, the stock exchanges or the depositories.
- vi. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges and the Listing Regulations. The Company has obtained the Permanent Account Numbers of the Proposed Allottee.
- vii. The Company will make an application to the Stock Exchanges for seeking their in-principle approval for the Preferential Issue.
- viii. The Proposed Allottee is not a 'qualified institutional buyer'
- ix. In accordance with Rule 14(1) of the the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
- x. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
 - a) if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
 - b) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

19. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations, 2018

Disclosure is not applicable in the present case as neither the Proposed Allottee, the beneficial owners of Proposed Allottee nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

20. Name and the address of Valuer who performed valuation- The Valuation of Equity Shares has been done by Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/07/2019/12711) having its Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai- 400097.

21. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. K.C. Nevatia (Membership No.: 3963) Proprietor of M/s. K.C. Nevatia & Associates (Certificate of Practice No.2348) Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 29th August, 2024. This certificate is also placed on the "Investor Corner" tab on the website of the Company at the following link: www.lloydsengg.in

22. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

23. Material Terms of Issue of Equity Shares

- i. The Company is issuing below mentioned shares to the proposed allottee in exchange of their below mentioned shareholding in the Target Company i.e. Techno Industries Private Limited at an Issue Price of Rs. 85.20 each including Premium of Rs. 84.20 each:

Sr. No.	Name of Proposed Allottee	No. of Shares of TIPL proposed to be transferred to Lloyds Engineering Works Limited ("the Company")	No. of Shares of Lloyds Engineering Works Limited proposed to be allotted for the acquisition of TIPL Shares
1	Bharat J. Patel	82,50,000	1,76,05,634
	Total	82,50,000	1,76,05,634

- ii. The Equity Shares being issued and allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

24. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottee, the beneficial owners of Proposed Allottee, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottee, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

25. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:

Issue of 1,76,05,634 Equity Shares of Face Value of Re.1/- each at an issue price of Rs. 85.20 each including premium of Rs. 84.20 each on preferential basis for consideration other than cash.

Date of passing Board Resolution for aforesaid Preferential Issue is 30th July, 2024.

26. Amount which the company intends to raise by way of such securities:

The Equity Shares are being issued and allotted for a consideration other than cash as a part of the consideration payable for the acquisition as mentioned above.

27. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

28. Principle terms of assets charged as securities: Not Applicable

29. Interest of the Promoters/ Directors:

None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in **Item No. 2** of this Notice for the approval of the Members by way of passing a Special Resolution.

Item no 3.

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. Currently, Company is operating the Engineering business and now proposing to excel into electrical engineering activities and to commence the proposed new business activities, the Object Clause (Clause 2) of the Memorandum of Association of the Company needs to be altered. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The Board at its meeting held on 30th July, 2024 has approved change in alteration in Main Object Clause (III) (A) of Memorandum of Association by substituting existing Clause 2 and alteration of the MOA of the Company and the Board now seek Members' approval for the same.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, the Company is offering facility of e-voting to all Shareholders to enable them to cast their votes electronically. Shareholders are requested to follow the procedure as stated in the notes for casting of votes by e-voting

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 5.00 P.M. on all working days of the Company (Except Saturday, Sundays, and public holiday).

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 Special Resolution set forth in **Item No. 3** of the Notice for approval of the Members.

Item No. 4

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in securities up to an amount of 60% of its paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

The Shareholders of the Company in their Annual General Meeting held on 13th August 2022, approved giving of any loan(s)/advances / deposits / investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and/ or provide any security in connection with any loan or loans made by any other person to, or to any other persons by, any other person(s)/ Companies/Body Corporate(s) which shall be subject to aggregate limit of ` 350 Crores (Rupees Three Hundred and Fifty Crores only) and which may be individual/ aggregate in excess of the limits prescribed i.e over and above 60% of the Company's paid up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more Aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company along with the loans, investments and guarantees to be made / provided by the Company in the near future, may exceed the limits approved by the Shareholders in the above AGM held on 13th August, 2022.

Accordingly, the Board of Directors in its meeting held on 30th July 2024 approved to increase the aforesaid threshold from Rs. 350 Crore (Rupees Three Hundred Fifty Crores) to Rs. 1000 Crore (Rupees One Thousand Crores), subject to approval of the Shareholders.

Accordingly, consent of the Members is sought for passing a **Special Resolution** as set out at **Item No. 4**.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 5

The existing borrowing limit for the Company was approved by the members in their General Meeting held on 13th August 2022, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The current borrowing limit as approved by the shareholders is Rs. 300 Crores.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from Rs. 300 crores to Rs. 1000 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

Accordingly, consent of the Members is sought for passing a **Special Resolution** as set out at **Item No. 5.**

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 6:

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 29th Annual General Meeting held on 24th July, 2024 for the maximum aggregate limit of Rs. 1000 Crores. However, as the turnover of the Company was around 624 crores for Financial Year ending 2024 and the Company is growing Company, it 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) Crores for a period starting from 30th August 2024 till 29th August 2025 or date of next Annual General Meeting whichever is earlier.

Accordingly, the Board of Directors of the Company, based on the approval of Audit Committee at their meeting held on 30th July 2024 have approved the aggregate limit of Rs. 2000 (Two Thousand) Crores during a period starting from 30th August 2024 till 29th August 2025 or date of next Annual General Meeting whichever is earlier 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 November 22, 2021, are as follows:

Sr. No.	Particulars	Remarks
1. A summary of information provided by the management to the Audit Committee:		
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	Period Starting from 30 th August 2024 till 29 th August 2025.
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 Crores (Two thousand Crores)
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	30.67% Approx (disclosed by the Company)

	represented by the value of the proposed RPT on a voluntary basis.	
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 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: • Nature of indebtedness	NA

	<ul style="list-style-type: none"> • cost of funds and • tenure of the indebtedness 	
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. 6** of the Notice for approval by the Members.

We have proposed this above resolution in the Annual General Meeting held on 26th July 2024 however the votes cast for this resolution was not in favour. Hence, we are again proposing this resolution in this Extra Ordinary General Meeting.

Item No. 7:

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 30th July 2024 has approved the total value of the transaction(s) as recommended by the Audit Committee, for a total limited of Rs. 100 Crore for a period starting from 30th August 2024 till 29th August 2025.

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 Crores is more than 10% turnover of the Company as per Financial Year ended 31st 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 November 22, 2021, are as follows:

Sr. No.	Particulars	Remarks
A summary of information provided by the management to the Audit Committee:		
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	A period starting from 30 th August 2024 till 29 th August 2025

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) Crores
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 lakhs)
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
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"> • Nature of indebtedness • cost of funds and • tenure of the indebtedness 	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. 7** of the Notice for approval by the Members.

We have proposed this above resolution in the Annual General Meeting held on 26th July 2024 however the votes cast for this resolution was not in favour. Hence, we are again proposing this resolution in this Extra Ordinary General Meeting.

For Lloyds Engineering Works Limited
(formerly known as Lloyds Steels Industries Limited)

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

Date: 6th August 2024
Place: Mumbai

Notes:

1. The Extra Ordinary General Meeting (EGM) will be held on **Thursday, 29th August, 2024 at 11:30 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 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and circular No. 09/2023 dated 25th September 2023 (“MCA Circulars”) has permitted to conduct the Extra Ordinary General Meeting through video conferencing (“VC”) or other audiovisual means (“OAVM”) upto 30th September, 2024. In compliance with the aforesaid MCA Circulars, the Extra Ordinary General Meeting (“EGM”) of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM 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 EGM 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 EGM 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 in 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. 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 November 3, 2021 (subsequently

amended by Circulars dated 14th December 2021, 16th March 2023 and 17th November 2023). The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details.

- Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 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.

- 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.
- SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD RTAMB/ P/CIR/2021/687 dated December 14, 2021 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 and RTA’s website at www.bigshareonline.com.
- 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 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.

10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The Members can join the EGM 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 EGM through VC/OAVM are given in this Notice under **Note No. 23**.
12. As the Extra Ordinary 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 **22nd August, 2024** relating to the business specified in this Notice of EGM on the Email ID rahima.shaikh@lloyds.in

Further, Members who would like to express their views/ ask questions as a Speaker at the EGM 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 between **Tuesday 20th August, 2024 (9:00 A.M. IST) to Thursday, 22nd August, 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 EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

13. 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 Extra Ordinary General Meeting is annexed hereto.
14. 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.
15. Members who wish to inspect the 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 EGM and explanatory statement on the date of EGM in electronic mode can send an email to rahima.shaikh@lloyds.in.

16. 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. 22**.
17. 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.
18. 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.
19. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. **2nd August, 2024** will receive EGM Notice through electronic mode only.
20. 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 May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 and SEBI Circular dated 7th October 2023, Companies can send correspondence of Meetings and other communications through electronic mode. Notice of the EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
21. 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 EGM 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/>
22. **Information and other instructions relating to e-voting are as under:**
 - a. 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’**).

- b. The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Agency to provide e-voting facility.
- c. 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 EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- d. 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. **22nd August 2024**.
- e. 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., **22nd August, 2024** only shall be entitled to avail the facility of remote e-voting OR e-voting at the EGM.
- f. The Scrutinizer, after scrutinizing e-voting at the EGM 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., **29th August, 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 remote e-voting period begins on **Sunday, 25th August, 2024 at 9.00 a.m. and ends on Wednesday, 28th August, 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 **22nd August, 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 December 9, 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"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 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.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/home/login.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the EGM.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you</p>

	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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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** 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 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"> • 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. • 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.
DOB	<p>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.</p>

Dividend Details	Bank	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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).
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- 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 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.
- 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 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 and 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 EGM & 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, 25th 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

23. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the 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 EGM through VC/OAVM can apply at infoengg@lloyds.in, rahima.shaikh@lloyds.in requesting for participation in the EGM, 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 EGM 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. 9** of this Notice.
- v. Members who are desirous of attending the EGM may send their request by **22nd August, 2024**. On successful registration with the company, the invitation to join the EGM will be sent to the Members on their registered email IDs latest by **26th August, 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 EGM will be shared on

the registered email id of the member only after successful registration with the Company.

- vi. Members may attend the EGM, 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 EGM through VC/OAVM and vote thereat.
- 24.** Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM 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.
- 25.** In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling EGM 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 EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

26. 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.

For Lloyds Engineering Works Limited
(formerly known as Lloyds Steels Industries Limited)

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

Date: 6th August 2024
Place: Mumbai