Notice

NOTICE is hereby given that the Thirty-First (31st) Annual General Meeting of the Members of the Lloyds Engineering Works Limited (formerly known as Lloyds Steels Industries Limited) will be held on Thursday, 21st August 2025 at 11:00 A.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements (including Audited Standalone and Consolidated Financial Statements) for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon;

2. To declare final dividend at Equity Shares at a face value of Re. 1 /- each for the Financial Year ended 31st March, 2025 as follows:

   a) 25% dividend on fully paid-up shares and

   b) 12.25% dividend on partly paid-up shares (on proportionate basis) and

3. To appoint a director in place of Mr. Rajashekhar Mallikarjun Alegavi (DIN - 03584302), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31st MARCH, 2026.

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

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Manisha & Associates, Cost Accountants, Nagpur (Firm Registration No. 000321), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026, amounting to Rs. 55,000 (Rupees Fifty-Five Thousand only) (plus Goods and Services Tax and reimbursement of out-of-pocket expenses) be and is hereby ratified.

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

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

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

"RESOLVED THAT pursuant to Regulation 17(6)(a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and in supersession of Special Resolution passed in Annual General Meeting held on 26th July, 2024, the consent of the Members of the Company be and is hereby accorded for payment of Technical Consultancy Charges / Advisory Fees to Mr. Rajashekhar Mallikarjun Alegavi, (DIN - 03584302), a Non-Executive Director of the Company not exceeding to Rs. 1 Crore (Rupees One Crore only) for the **Financial Year 2025-26** for the consultancy provided / given by them on the project basis.

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

6. TO APPROVE 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 Rs. 2000 Crore (Rupees Two Thousand Crore only) for a period of not exceeding one year i.e. starting from 22nd August 2025 till 21st August 2026 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 and in ordinary course of business."

"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 AND AMEND 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 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, and on the basis of 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 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 Lloyds Enterprises Limited ("LEL") 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 LEL, for an aggregate value not exceeding Rs. 200 Crore (Rupees Two Hundred Crores only) for a period of not exceeding one year i.e. starting from 22nd August 2025 till 21st August 2026 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 and in ordinary course of business."

"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."

8. 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 Members in their Extra Ordinary General Meeting held on 29th August, 2024, 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 Members 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 deems beneficial and in the interest of the Company, for an amount not exceeding Rs. 2,000 Crore (Rupees Two Thousand Crore 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."

9. APPOINTMENT OF M/S. MITESH SHAH & CO., COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF FIVE (5) CONSECUTIVE YEARS.

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Mitesh Shah & Co., Company Secretaries (Firm Registration No.: P2025MH104700), be and is hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

"RESOLVED FURTHER THAT the Board of Directors or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

10. APPOINTMENT OF MRS. ALKA UPADHYAY (DIN: 11165427) AS AN INDEPENDENT DIRECTOR 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 1st July 2025 and pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time ("the Act") read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mrs. Alka Upadhyay (DIN: 11165427), who was appointed by the Board of Directors of the Company as an Additional Director (in Non-Executive Independent capacity) from 1st July, 2025 and whose appointment shall be approved by the members and who has submitted a declaration that she meets the criteria for Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible under the provisions of the Companies Act, 2013, Rules made thereunder in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, for a term of not exceeding five (5) consecutive years, starting from 1st July, 2025 and ending on 30th September, 2029 not liable to retire by rotation, the members be and hereby consent for the same."

"RESOLVED FURTHER THAT Form DIR-2 consenting to act as a director, Form MBP-1 disclosing her interest as required and Form DIR-8 declaration for non-disqualification and all other declarations required from an Independent Director as provided by Mrs. Alka Upadhyay be and are hereby noted and anyone of the directors of the Company

and the Company Secretary be and hereby severally authorized to do all such acts deeds, matters and things as may be necessary to complete the appointment of the Director including the filing of relevant forms electronically with the Registrar of Companies, Maharashtra."

11. APPOINTMENT OF MR. ASHOK TANDON (DIN: 00028301) AS AN INDEPENDENT DIRECTOR 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 1st July 2025 and pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time ("the Act") read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Ashok Tandon (DIN: 00028301), who was appointed by the Board of Directors of the Company as an Additional Director (in Non-Executive Independent capacity) from 2nd July, 2025 and whose appointment shall be approved by the members and who has submitted a declaration that he meets the criteria for Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible under the provisions of the Companies Act, 2013, Rules made thereunder in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, for a term of not exceeding five (5) consecutive years, starting from 2nd July 2025 and ending on 30th September, 2029 not liable to retire by rotation, the members be and hereby consent for the same."

"RESOLVED FURTHER THAT Form DIR-2 consenting to act as a director, Form MBP-1 disclosing his interest as required and Form DIR-8 declaration for non-disqualification and all other declarations required from an Independent Director is provided by Mr. Ashok Tandon be and are hereby noted and anyone of the directors of the Company and the Company Secretary be and is hereby severally authorized to do such acts, deeds, matters and things as may be necessary to complete the appointment of the Director including the filing of relevant forms electronically with the Registrar of Companies, Maharashtra."

12. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH METALFAB HIGHTECH PRIVATE LIMITED, MATERIAL SUBSIDIARY OF THE COMPANY.

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, and on the basis of 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 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 Metalfab Hightech Private Limited ("Metalfab") being a Material Subsidiary of the Company, a related party within the meaning of Section 2 (76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, relating to purchase, sale or supply of any goods or materials as may be required in the course of business on such terms and conditions as may be agreed between the Company and Metalfab, for an aggregate value not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only) for a period starting from 22nd August 2025 till 21st August 2026 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 Rule16 of the Companies (Meeting of Board and its powers) Rules, 2014, anyone of the Directors 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 anyone of the Directors, 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."

13. TO APPROVE MATERIAL RELATED PARTY TRANSACTION (S) WITH LLOYDS INFINITE FOUNDATION:

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, approval of Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Lloyds Infinite Foundation ('LIF'), a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between both the parties, for an aggregate value not exceeding Rs. 100 Crore (Rupees One Hundred Crore only) for a period of starting from 22nd August 2025 till 21st August 2026 or till the date of next Annual General Meeting, whichever is earlier, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) are being carried out at an arms length pricing basis and in the ordinary course of business."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

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

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force, and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded for continuation of Mr. Rajashekhar Mallikarjun Alegavi (DIN-03584302), who has attained the age of 75 (Seventy Five) years, as a Non-executive Director of the Company, liable to retire by rotation."

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

15. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH LLOYDS INFRASTRUCTURE AND CONSTRUCTION LIMITED ('LICL'), MATERIAL SUBSIDIARY OF THE COMPANY.

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 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 Infrastructure and Construction Limited ("LICL") being a Material Subsidiary of the Company, a related party within the meaning of Section 2 (76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, relating to purchase, sale or supply of any goods or materials as may be required in the course of business on such terms and conditions as may be agreed between the Company and LICL, for an aggregate value not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only) for a period of starting from 22nd August 2025 till 21st August 2026 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."

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

Sd/-
Rahima Shaikh
Company Secretary
Membership No. ACS 63449

Date: 1st July 2025
Place: Mumbai

Notes:

1. The Annual General Meeting (AGM) will be held on Thursday, 21st August 2025 at 11:00 A.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.

2. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated 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, circular No. 09/2023 dated 25th September, 2023 and Circular No. 09/2024 dated 9th September 2024 ("MCA Circulars") has permitted to conduct the Annual General Meeting through video conferencing ("VC") or other audio visual means ("OAVM") upto 30th September, 2025. In compliance with the aforesaid MCA Circulars, the 31st Annual General Meeting ("31st AGM" or "Meeting") of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), has allowed the Companies to conduct the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means till 30th September 2025. The Notice of the AGM along with the Annual Report for F.Y. 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ /National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories" and a letter providing a weblink including the exact path, where complete details of the Annual Report 2024-25 is available to those shareholder(s) who have not registered their email ids, has been sent on the date of sending the intimation via email."

3. As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024 and also in reference to aforementioned MCA Circulars, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company in email Id **infoengg@lloyds.in**, a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM and through E-voting, pursuant to Section 113 of the Companies Act 2013.

5. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with Finance Act 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

   The shareholders are requested to update their PAN with the Company / Bigshare (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to address tds@bigshareonline.com by 11:59 p.m. IST on 11th August 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

   Members may note that as per the Income Tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at the rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereunder.

   For resident Members: Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2025-26, subject to PAN details registered/ updated by the Member. If PAN is not registered/ updated in the demat account/ folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

   No tax at source is required to be deducted, if aggregate dividend paid or likely to be paid during the financial year to individual member does not exceed Rs. 10,000 (Rupees Ten Thousand only).

   In case of individual shareholders, who are mandatorily required to have their PAN Aadhaar linked and have not done so, their PAN would be considered as inoperative.

Such inoperative PANs would be considered as invalid and a higher TDS rate as per Section 206AA of the Income Tax Act, 1961 would be applied. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking the validity of PANs / inoperative PANs under Section 206AA of the Income Tax Act, 1961.

Further, in cases where the Member provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted, subject to the PAN of the Member not having an 'In-operative' status as per provisions of Section 139AA of the Income Tax Act, 1961. Further, in case PAN of any Member falls under the category of 'In-operative', the Company shall deduct TDS @ 20% as per Section 139AA read with Section 206AA of the Income Tax Act 1961.

Further, in case of resident member having Order under Section 197 of the Income Tax Act, 1961, TDS will be deducted at the rate mentioned in the Order; provided the Member submits copy of the Order obtained from the income-tax authorities.

For Non-resident Members: Tax at source shall be deducted under Section 195 of the Income Tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to Non-resident Members. Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) under Section 196D of the Income Tax Act, 1961. In case of Non-resident Member having Order under Section 197 of the Income Tax Act, 1961, TDS will be deducted at the rate mentioned in the Order; provided the member submits copy of the order obtained from the income tax authorities.

As per Section 90 of the Income Tax Act, 1961, Non-resident Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA or Tax Treaty). To avail the Tax Treaty benefits, the Non-resident Member will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Non resident Member is a resident.
- Electronically generated Form 10-F.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian income-tax authorities, if any.
- Self-declaration certifying the following points:
    a. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2025-26;
    b. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    c. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
    d. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
    e. Member does not have a taxable presence or a permanent establishment in India during financial year 2025-26

For Members: In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company, and also provide the Company with all information / documents and co-operation in any proceedings. Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts. In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard. In case of joint Members, the member named first in the Register of Member is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

6. The dividend for the year ended 31st March, 2025 as recommended by the Board of Directors and if approved at the Annual General Meeting, will be paid subject to deduction of Tax at Source to those members whose names appear on the Company's Register of Members as on Record date i.e. 14th August, 2025. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose. The dividend shall be paid on or before 19th September, 2025.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
    a. For shares held in electronic form: to their Depository Participants (DPs)
    b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circulars dated 14th December 2021, 16th March 2023 and 17th November 2023). The Company has sent letters for furnishing the required details. Also available on the website of RTA at

    https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3%7CChildVerticalTab_37

8. 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.

9. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://www.lloydsengg.in/investor-contact/. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form. Also available on the website of the RTA at **https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3%7CChildVerticalTab_37**

10. Members holding shares in physical form, are requested to convert their physical shareholding into 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. The forms related to it is also available on the website of the RTA at **https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3%7CChildVerticalTab_37**

11. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and all the SEBI Circulars as amended from time to time. has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to the aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the Company's website at www.lloydsengg.in and RTA`s website at www.bigshareonline.com. Also, Shareholders holding shares in physical folios are requested to note that SEBI vide its Master Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated 7th May, 2024 issued to the Registrar & Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated 10th June, 2024, as amended, has mandated that effective 1st April, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number) Bank Account Details and Specimen Signature for their corresponding physical folios to the Company or the RTA. Therefore, shareholders having folios without PAN and KYC details, will not be issued physical dividend warrant in terms of the above said SEBI Circulars. Those shareholders can get their dividend electronically only after complying with PAN, KYC details updating with the RTA of the Company/ Company.

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

    - Members holding shares in demat form can get their E-mail id registered by contacting their respective Depository Participant.
    - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email id at 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 at investor@bigshareonline.com

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 30.

15. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions if any atleast 10 days in advance but not later than Thursday, 14th August 2025 relating to the business specified in this Notice of AGM, on the Email id **rahima.shaikh@lloyds.in.**

    Further, Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email id mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to infoengg@lloyds.in between Monday, 11th August, 2025 (9:00 A.M. IST) till Thursday, 14th August, 2025 (5:00 P.M. IST). Only those Members who have preregistered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

16. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2014 relating to the Ordinary and Special Business to be transacted at the Annual General Meeting is annexed hereto.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

18. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email at rahima.shaikh@lloyds.in.

19. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 28.

20. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 15th August 2025 till Thursday, 21st August 2025 (both days inclusive);

21. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

22. Members desiring any information as regards to Accounts or any other matter to be placed at the AGM, are requested to write atleast 10 days in advance to the Company through email at rahima.shaikh@lloyds.in. The same will be replied by the Company suitably.

23. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited, Pinnacle Business Park, Office No S6-2 ,6th floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai, Maharashtra, India, 400093.

24. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

25. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. 18th July, 2025 will receive Annual Report for the financial year 2024 - 25 through electronic mode only.

26. In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 34 and 36 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 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, Companies can send Annual Reports and other communications through electronic mode. Notice of the 31st AGM along with the Annual Report for F.Y. 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Physical copy of the Annual Report shall be sent to those Members who request for the same. The Member who wishes to obtain hard copy of the Annual Report can send a request for the same at email id – infoengg@lloyds.in mentioning Folio No/ DP ID and Client ID.

27. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at 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 NSDL at the website address www.evoting.nsdl.com.

28. Remote e-Voting before / during the AGM:

    i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means. The facility for casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if they have been passed at the AGM.

    ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Thursday, 14th August 2025 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 only shall be entitled to avail the facility of remote e-Voting before / during the AGM. Any non-individual Member or Member holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the dispatch of the

Notice and holding shares as on the cut-off date of Thursday, 14th August 2025, may obtain the User ID and Password by sending a request at email evoting@nsdl.com . However, if the Member is already registered with NSDL for remote e-voting then the existing User ID and Password can be used for casting the vote.

Individual Members holding securities in demat mode, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date Thursday, 14th August 2025 may follow the login process mentioned below in point 30.

iii. The remote e-Voting period commences on Monday 18th August 2025 at 9.00 a.m. (IST) and ends on Wednesday, 20th August 2025 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 14th August 2025.

iv. Members will be provided with the facility for voting through remote electronic voting system during the proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

v. The e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

29. The Board of Directors of the Company has appointed Mr. Mehul Raval, Practicing Company Secretary, (ACS: 18300, CP No. 24170) as the Scrutinizer, to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

30. Instructions for Members for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM

i. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast through the NSDL e-Voting system. Members may access by following the steps mentioned below for login to NSDL e-Voting system. After successful login, you can see link of 'VC/OAVM' placed under 'Join General Meeting' menu against the Company's name. You are requested to click on VC/OAVM link placed under 'Join General Meeting' menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company i.e. 134654 will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

ii. Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that the participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot might 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 glitches.

iii. Members are encouraged to submit their questions with regard to the financial statements or any other matter to be placed at the 31st AGM from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio No. and mobile number in advance at **infoengg@lloyds.in** before 3.00 p.m. (IST) on Thursday, 14th August 2025. Such questions by the Members shall be suitably replied by the Company.

iv. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from. their registered e-mail address mentioning their name, DP ID and Client ID/Folio No. PAN and Mobile No. at **infoengg@lloyds.in** Thursday, 14th August 2025. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

V. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL at evoting@nsdl.com/ 022 - 4886 7000 or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated email ids: amitv@nsdl.com or pallavid@nsdl.com.

B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE / DURING THE AGM

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual Meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**A. OTP based login** 1. Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 2. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. 3. Enter the OTP received on your registered email ID/mobile number and click on login. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. **B. NSDL IDeAS facility** 1. 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	**CDSL Easi/ Easiest Facility** **If you are registered, follow the below steps:** 1. Visit the CDSL website at www.cdslindia.com either on a personal computer or on a mobile and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. 2. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the Demat Account. 3. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **If you are not registered, follow the below steps:** 1. Option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 2. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN 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. 3. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on the Company name or ESP i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 134654 then user ID is 101456001***

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

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

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

   c) How to retrieve your 'initial password'?

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

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

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

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

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

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

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

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

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for remote e-Voting during the AGM are as under:

i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.

ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-Voting system during the AGM.

iii. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

iv. The details of the person who may be contacted for any grievances connected with the facility for remote e-Voting during the AGM shall be the same person mentioned for remote e-Voting.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available at www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated email ids: amitv@nsdl.com or pallavid@nsdl.com.

31. The details of Director's Appointment or Re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by, The Institute of Company Secretaries of India ("ICSI") are as below:

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

Name of Director	Mr. Rajashekhar Mallikarjun Alegavi
DIN	03584302
Date of Birth	24-04-1950
Age	75 Years
Date of first appointment on the Board	26th October 2018 - Additional Director in Non-Executive Capacity and 19th August 2019- Non-Executive Director of the Company.
Qualifications	B.E. Chemical Engineering
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Rajashekhar Mallikarjun Alegavi is B.E. Chemical Engineering, 1st Class from Mysore University, having 47 years rich experience in Design, Manufacturing, Erection and Commissioning of Chemical Equipment both in Hydro Carbon and Non-Hydro Carbon Industries and clean environment like Air/Gas/Liquid Dryers, Heat Exchangers, Boilers, Power Plant and LPG Loading Stations. Mr. Rajashekhar Mallikarjun Alegavi served in various Engineering Industries for 18 years and thereafter headed a Process Equipment Engineering Company for over 18 years and held Consultancy-cum- Advisory Position in Lloyds Group for over a decade.
Directorship Held in Other Listed companies	None
Memberships/Chairmanships of committees of other Listed companies $	Chairman of Risk Management Committee of the Company
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship Between Directors Inter-se	None (the Director is independent of every other director)

Name of Director	Mr. Rajashekhar Mallikarjun Alegavi
Relationship with Key Managerial Personnel	None
Terms and conditions of appointment	Non-Executive Director, Liable to retire by rotation.
Details of remuneration	None, apart from sitting fees
Number of Meetings attended in the Financial Year i.e. 2024-25	Out of 10 Meetings held in a year, 7 Meetings were attended.
Listed Companies from which director has resigned in past three years	None

2. Mr. Ashok Tandon (Independent Director)

Name of Director	Mr. Ashok Tandon
DIN	00028301
Date of Birth	13-10-1958
Age	66 Years
Date of first appointment on the Board	2nd July 2025
Qualifications	B.E. (Mech.)
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Graduate in Engineering (Mechanical) from SGS Institute of Technology & Science, Indore. Having Vast Business Experience of over 40 years in the core industry of Engineering/Steel Sector, Oil/Refinery Sector and Capital Equipment/EPC Sectors. Also was Profit Sector Head of Strategic Business Unit for 26 years out of the 40 years.
Directorship Held in Other Listed companies	None
Memberships/Chairmanships of committees of other Listed companies $	None
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship Between Directors Inter-se	None (the Director is independent of every other director)
Relationship with Key Managerial Personnel	None
Terms and conditions of appointment	As per Resolution No. 10
Details of remuneration	Apart from sitting fees, no other remuneration is paid to Mr. Ashok Tandon
Number of Meetings attended in the Financial Year i.e. 2024-25	Out of 10 Meetings held in a year, 8 Meetings were attended.
Listed Companies from which director has resigned in past three years	None

3. Mrs. Alka Upadhyay (Independent Director)

Name of Director	Mrs. Alka Upadhyay
DIN	11165427
Date of Birth	05-05-1971
Age	54 Years
Date of first appointment on the Board	1st July 2025
Qualifications	1. Bachelor of Metallurgical Engineering from Bisra Institute of Technology, Sindri, 2. Alumna of Harvard Business School through Senior Executive Leadership Program,
Experience (Years)	More than 24 years

Name of Director	Mrs. Alka Upadhyay
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Alka Upadhyay is a seasoned sustainability and industry expert with nearly three decades of diverse experience across the industrial and professional services landscape. Her core expertise spans business development, low carbon strategy formulation, operational excellence, and leading high-impact change management programs. Until March 2025, Alka led the Climate Change and Sustainability Services (CCaSS) practice at Ernst & Young (EY) India, where she worked with leading organizations in the Metals & Mining, Chemicals, and Health Sciences sectors. She played a pivotal role in helping these companies shape and accelerate their energy transition, water stewardship, resource efficiency, and ESG agendas—supporting their evolution into global sustainability leaders. Prior to joining EY, Alka spent 24 years with the Tata Group, where she was instrumental in designing and driving a group-wide ESG transformation program. She developed robust low carbon strategies for over 25 Tata operating companies across sectors including Steel, Chemicals, Power, TMT, Consumer Products, and Financial Services. Under her leadership, the Tata Group became one of the first Asian conglomerates to adopt a low carbon strategy (in 2009), gaining early-mover advantage in the clean energy, mobility, and sustainable finance domains. Building on this success, Alka extended the transformation program to include Water Stewardship and Circular Economy initiatives. She led the water stewardship strategy for 11 Tata companies and conceptualized the Tata Water Mission, which is implemented by Tata Trusts to promote water security at scale. Earlier in her career, Alka held key roles in operations, process, and product technology at Tata Steel. Her contributions to the iron and steel industry were recognized with the Young Metallurgist Award from the Ministry of Steel, Government of India. A passionate advocate for sustainability, clean technologies, and advanced materials, Alka has authored publications on Natural Capital, Sustainable Production and Consumption, and Process Efficiency in the steel industry.
Shareholding in the Company including shareholding as a beneficial owner (as on the date of this Notice)	None
Terms and Conditions	Tenure as an Independent Director upto 30th September 2029, not liable to retire by rotation.
Directorship Held in Other Listed companies	None
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil

Name of Director	Mrs. Alka Upadhyay
Last drawn remuneration (Rs.) p.a.	Not Applicable
Details of Remuneration sought to be paid	None, apart from sitting fees
Relationship Between Directors Inter-se	None (the Director is Independent of every other director)
Listed Entities from which the director has resigned from the past three years	None
Relationship with Key Managerial Personnel	None
Number of Board Meetings attended in the Financial Year i.e. 2024-25	NA
Memberships /Chairmanships of committees of other Listed companies $	None

$ It represents the Memberships / Chairmanships of only Audit Committee and Stakeholders Relationship Committee.

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

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

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

Sd/-
Rahima Shaikh
Company Secretary
Membership No. ACS 63449

Date: 1st July 2025
Place: Mumbai

Statement Pursuant to Section 102 (1) of the Companies Act, 2013 ("the act")

Annexed to the Notice convening the Thirty-First (31st) Annual General Meeting Scheduled on, 21st August 2025.

Item No. 4:

The Board of Directors, at its Meeting held on 1st July, 2025 upon the recommendation of the Audit Committee, approved the re-appointment of M/s. Manisha & Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year ending on 31st March, 2026, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 55,000 (Rupees Fifty-Five Thousand only) (plus Goods and Services Tax and reimbursement of out-of-pocket expenses, if any).

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor, is required to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2026.

M/s. Manisha & Associates have furnished a certificate dated 2nd May, 2025 regarding their eligibility for reappointment as Cost Auditors of the Company.

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

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

Item no. 5:

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

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

Accordingly, Consent of the Members is required to approve Technical Consultancy charges/ fees towards the Technical Consultancy services rendered by Mr. Rajashekhar Mallikarjun Alegavi, Non- Executive Director of the Company in a Financial Year 2025-26 for an amount of not exceeding Rs. 1,00,00,000 (Rupees One Crore only). The Company has taken appropriate approvals of Audit Committee and Board of Directors pursuant to section 188 of the Companies Act, 2013 as this transaction is at arm length price and ordinary course of business.

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

The Board of Directors therefore recommends the resolution as set out in Item No. 5 of the Notice for approval of members of the Company by way of a Special Resolution.

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

Item No. 6:

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 Rs. 1,000 crore or 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 ("LMEL"), accordingly Members approval was accorded in the Extra Ordinary General Meeting held on 29th August, 2024 for the maximum aggregate limit of Rs. 2,000 Crore (Rupees Two Thousand Crore only) for a period starting from 30th August 2024 till 29th August 2025 or till next Annual General Meeting whichever is earlier. However, as the

turnover of the Company is around Rs. 845.74 crores for Financial Year ending 2025 and the Company is growing Company, it intends to place sale, purchase, supply and service Contract (s)/ Arrangement(s)/Transaction(s) again with M/s Lloyds Metals and Energy Limited and sought members approval for a limit of Rs. 2,000 Crore (Rupees Two Thousand Crore only) for a period starting from 22nd August 2025 till 21st August 2026 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 7th May 2025 have approved the aggregate limit of Rs. 2,000 Crore (Rupees Two Thousand Crore) during a period starting from 22nd August 2025 till 21st August 2026 or date of next Annual General Meeting, whichever is earlier and now seek approval of the Members 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/PoD2/CIR/P/0155 dated November 11, 2024, 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.	Particulars 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 22nd August 2025 till 21st August 2026 or till the date of next Annual General Meeting, whichever is earlier
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)	Rs. 2,000 Crore (Rupees Two Thousand Crore only)
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	236.48% Approx
11.	Percentage of the counter-party's (i.e. Lloyds Metals and Energy Limited) annual consolidated turnover, if any that is represented by the value of the proposed RPT on a voluntary basis.	30.19% Approx (in reference to turnover disclosed by the Counter Party)
12.	Benefits of the proposed transaction	The Company being an Engineering Giant in the sector, desirous of providing its expertise service to other group companies, which may also help to leverage its 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.
	Justification for the transaction as to why the RPT is in the interest of the listed entity	Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.

Sr. No.	Particulars	Remarks
	Details of transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
14.	Source of funds	NA
	1) If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
15.	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
	A copy of the valuation or other external party report, if any such report has been relied upon	NA
16.	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 the approval of Members.

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 sale, purchase, or supply of any goods or any materials as may be required in the ordinary course of business and at Arms length Price.

The Board of Directors in the meeting held on 7th May 2025 has approved the total value of the transaction(s) as recommended by the Audit Committee, for a total limit of Rs. 200 Crore (Rupees Two Hundred Crore only) for a period starting from 22nd August 2025 till 21st August 2026 or next Annual General Meeting, whichever is earlier.

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. 200 Crore (Rupees Two Hundred Crore only) is more than 10% turnover of the Company as per Financial Year ended 31st March, 2025 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/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No.	Particulars	Remarks
	A summary of information provided by the management to the Audit Committee:	
	Name of the Related Party	Lloyds Enterprises Limited ('LEL') (formerly known as Shree Global Tradefin Limited)
	Name of the Director or KMP or any other person who is related	No director or KMP related to LEL
	Nature of Relationship	LEL is one of the promoters of the Company
	Particulars of the proposed transaction	
	Nature, material terms, monetary value, and particulars of the Contract(s)/ arrangement(s)/ transaction(s)/ Tenure of the transaction	Sale, purchase, or supply of any goods or any materials as may be required in the ordinary course of business.
	Tenure of Proposed Transaction	A period starting from 22nd August 2025 till 21st August 2026 or till next Annual General Meeting, whichever is earlier.
	Any advance paid or received	None
	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.
	Value of the proposed transaction (s)	Rs. 200 Crore (Rupees Two Hundred Crore only)
	Percentage of Lloyds Engineering's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	23.65% Approx (based on the turnover as disclosed by the Company)
	Percentage of the counter-party's (i.e. Lloyds Enterprises Limited) annual consolidated turnover, if any that is represented by the value of the proposed RPT on a voluntary basis.	13.44% Approx (based on the turnover as disclosed by the Counter Party)
	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
	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally
	Justification for the transaction as to why the RPT is in the interest of the listed entity	Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.
	Details of transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
	Source of funds	NA
	a) If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: b) Details of the source of funds in connection with the proposed transaction c) In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	NA

Sr. No.	Particulars	Remarks
	d) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and e) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
	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
	A copy of the valuation or other external party report, if any such report has been relied upon	
	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.

Item No. 8:

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 / Members of the Company in their Extra Ordinary General Meeting held on 29th August 2024, 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 Rs. 1,000 Crore (Rupees One Thousand Crore 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 / Members in the above AGM held on 29th August, 2024.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board of Directors of the Company that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, a fresh limit of Rs. 2,000 Crore (Rupees Two Thousand Crore only) shall be taken with the approval of Members of the Company. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to give loan, guarantee, provide security or make investment in shares, debentures etc, with any body Corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 8.

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. 9:

Pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company shall annex with its Director's report made in terms of sub-section (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements)

(Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting.

In compliance with the applicable laws and based on the recommendations of the Audit and Compliance Committee, the Board of Directors, at their meeting held on 7th May, 2025, approved the appointment of M/s. Mitesh Shah & Co., Company Secretaries as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from FY 2025–26 to FY 2029–30, subject to the approval of the Members at the Annual General Meeting.

The appointment was recommended following a thorough evaluation of various proposals and key factors such as independence, industry experience, technical expertise and the quality of past audit reports. M/s. Mitesh Shah & Co., Company Secretaries is a reputed firm of practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI) having extensive experience in corporate governance, compliance, and secretarial audits.

In accordance with Regulation 24A of SEBI Listing Regulations, the firm holds a valid certificate issued by the Institute of Company Secretaries of India. The firm has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance.

M/s. Mitesh Shah & Co., Company Secretaries have given their consent to be appointed as Secretarial Auditors of the Company confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/CIR/P/2024/185 dated December 31, 2024 and that they shall not render any restricted services stated therein to the Company, its holding and subsidiary companies to ensure independence and avoid conflict of interest.

The Board believes that appointment of M/s. Mitesh Shah & Co., Company Secretaries will provide an independent and expert evaluation of the Company's corporate governance, regulatory compliance, and secretarial functions, thereby ensuring adherence to statutory requirements.

The Secretarial Audit fees to be paid to M/s. Mitesh Shah & Co., Company Secretaries, for their Secretarial Audit services plus applicable taxes and out-of-pocket expenses shall be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor. In addition to the Secretarial Audit, M/s. Mitesh Shah & Co shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors, required if any.

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of M/s. Mitesh Shah & Co., Company Secretaries as the Secretarial Auditors of the Company.

The Board recommends the Ordinary Resolution set out at item No. 9 in the accompanying notice for the approval of the Members.

Details of Secretarial Auditor seeking appointment at the forthcoming Annual General Meeting. [Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particular	Details
Proposed Fees Payable	The Secretarial Audit fees to be paid to M/s. Mitesh Shah & Co., Company Secretaries, for their Secretarial Audit services plus applicable taxes and out-of-pocket expenses shall be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.
Terms of Appointment	The Board of Directors' at its meeting held on May 7, 2025, approved the appointment of M/s. Mitesh Shah & Co., Company Secretaries, as Secretarial Auditors, for a term of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members / Shareholders at the Annual General Meeting.
Any material change in the fee payable to such Auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the auditor proposed to be appointed	Mitesh Shah & Co., Company Secretaries is a reputed firm of Practising Company Secretaries committed to delivering strategic, research-driven, and customised corporate advisory solutions. With a team of seasoned professionals, the firm brings deep domain expertise in Corporate Laws, Insolvency & Bankruptcy, Securities Laws, FEMA, Corporate Restructuring, and Business Set-up Services—both domestic and international. The firm also offers comprehensive support in Compliance Management, Regulatory Approvals, and Legal Documentation, serving clients across a diverse range of industries. By blending legal acumen with innovative thinking, Mitesh Shah & Co. empowers businesses to confidently navigate today's complex regulatory environment.

Particular	Details
	Mr. Mitesh Shah, Fellow Member of Institute of Company Secretaries of India (ICSI), Founder and Managing Partner of Mitesh Shah & Co., is a distinguished professional with over a decade of experience in corporate laws and governance. His rich industry exposure spans across Real Estate, Infrastructure, Banking & Finance, Manufacturing, Retail, Information Technology, Logistics, Travel, and Recruitment. Mr. Mitesh Shah has successfully advised both large enterprises and high-growth startups on intricate legal and regulatory matters. His core strength lies in delivering strategic counsel, governance insights, and tailored compliance solutions aligned with the evolving business landscape. With a unique combination of professional expertise, pragmatic thinking, and entrepreneurial spirit, Mitesh continues to drive the firm's mission to deliver value-driven, practical corporate advisory services that fuel business success.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at item No. 9 of the notice.

Item No. 10:

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 1st July, 2025, approved the appointment of Mrs. Alka Upadhyay (DIN: 11165427) as an Additional Director on the Board of the Company (In independent capacity), then subsequently proposed to be appointed as an Independent Director of the Company for a term of not exceeding 5 (five) Consecutive years starting from 1st July, 2025 to 30th September 2029, subject to approval of the Shareholders / Members of the Company.

Pursuant to the provisions of Section 161 of the Act, Mrs. Alka Upadhyay (DIN: 11165427) will hold office upto the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the Shareholders / Members'. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders / Members for appointment of a new Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Brief Profile of Mrs. Alka Upadhyay is stated as follows:

Alka Upadhyay holds a Bachelor's degree in Metallurgical Engineering from BIT Sindri. She is also an alumna of Harvard Business School, having completed the Senior Executive Leadership Program.

Alka Upadhyay aged 54 years, is a seasoned sustainability and industry expert with nearly three decades of diverse experience across the industrial and professional services landscape. Her core expertise spans business development, low carbon strategy formulation, operational excellence, and leading high-impact change management programs.

Until March 2025, Alka led the Climate Change and Sustainability Services (CCaSS) practice at Ernst & Young (EY) India, where she worked with leading organizations in the Metals & Mining, Chemicals, and Health Sciences sectors. She played a pivotal role in helping these companies shape and accelerate their energy transition, water stewardship, resource efficiency, and ESG agendas—supporting their evolution into global sustainability leaders.

Prior to joining EY, Alka spent 24 years with the Tata Group, where she was instrumental in designing and driving a group-wide ESG transformation program. She developed robust low carbon strategies for over 25 Tata operating companies across sectors including Steel, Chemicals, Power, TMT, Consumer Products, and Financial Services. Under her leadership, the Tata Group became one of the first Asian conglomerates to adopt a low carbon strategy (in 2009), gaining early-mover advantage in the clean energy, mobility, and sustainable finance domains.

Building on this success, Alka extended the transformation program to include Water Stewardship and Circular Economy initiatives. She led the water stewardship strategy for 11 Tata companies and conceptualized the Tata Water Mission, which is implemented by Tata Trusts to promote water security at scale.

Earlier in her career, Alka held key roles in operations, process, and product technology at Tata Steel. Her contributions to the iron and steel industry were recognized with the Young Metallurgist Award from the Ministry of Steel, Government of India.

A passionate advocate for sustainability, clean technologies, and advanced materials, Alka has authored publications on Natural Capital, Sustainable Production and Consumption, and Process Efficiency in the steel industry.

Further, the Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Alka Upadhyay (DIN: 11165427) for the office of Independent Director in the Company.

The Company has received the following from Mrs. Alka Upadhyay (DIN: 11165427):

i) Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;

ii) Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013;

iii) Declaration to the effect that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations;

iv) Declaration to the effect that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and

v) Declaration to the effect that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mrs. Alka Upadhyay (DIN: 11165427) fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that she is independent of the Company's management. She also possesses appropriate skills, experience and knowledge required for discharge of her duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mrs. Alka Upadhyay (DIN: 11165427) will be of immense benefit to the Company and hence her appointment as an Independent Director is justified in terms of Regulation 17(11) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) and other applicable provisions. Mrs. Alka Upadhyay (DIN: 11165427) shall be paid sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings.

Except Mrs. Alka Upadhyay (DIN: 11165427) and her relatives, no other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 10 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

As per Regulation 25(2A) of the Listing regulations, appointment of Independent Director requires approval of the shareholder / members of the Company by way of Special Resolution. As such, the Board of Directors recommends the Special Resolution set out in the Item No. 10 of the Notice for your approval.

Item No. 11:

Mr. Ashok Tandon was appointed as an Additional Director in the Company on 15th January 2014 and then regularised as a Non-Executive Director by the Shareholders / Members approval in the Annual General meeting held on 30th September 2014. Further, he was appointed as a Managing Director on 20th January 2016 which was subsequently approved by the Shareholder / Members of the Company in their Annual General Meeting held on 31st August 2016 for a period of 3 years.

Further, he was reappointed as a Managing Director for a further period of 3 years in the Annual General Meeting held on 9th August 2018 for a period of 3 years i.e. from 20th January 2019 till 19th January 2022. Mr. Tandon resigned from the Office of Managing Director from the closure of business hours of 31st March 2021 as he has surpassed Superannuation age of 62 years by managing the affairs of the Company. However, he was associated with the Company by his appointment as a Non-Executive Director from 1st April 2021 with the approval of Shareholders / Members in their Annual General Meeting held on 15th July 2021.

In view of the above, it could come out that Mr. Tandon has served more than 3 years of cooling period as he was not associated in day-to-day affairs of the Company and proposed to be appointed as an Independent Director of the Company.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 1st July, 2025, approved the appointment of Mr. Ashok Tandon (DIN – 00028301) as an Additional Director on the Board of the Company (in Independent capacity), then subsequently proposed to be appointed as an Independent Director of the Company) for a term not exceeding 5 (five) Consecutive years starting from 2nd July, 2025 to 30th September 2029, subject to approval of the Shareholders / Members of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Ashok Tandon (DIN – 00028301) will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as an Independent Director not liable to retire by rotation, subject to the approval of the shareholders / Members. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders / Members for appointment of a new Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ashok Tandon (DIN – 00028301) for the office of Independent Director in the Company.

The Company has received the following from Mr. Ashok Tandon (DIN – 00028301):

- Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- Disclosure in Form DIR-8 pursuant to Rule 14 (1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013;
- Declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations;
- Declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and
- Declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Profile of Mr. Ashok Tandon.

Ashok Tandon, aged 66 years, holds a degree in Bachelor of Mechanical Engineering from SGS Institute of Technology & Science, Indore.

Ashok Tandon is a seasoned engineering professional with over 40 years of extensive experience across the Engineering, Steel, Oil & Refinery, and Capital Equipment/EPC sectors. A graduate in Mechanical Engineering from the prestigious SGS Institute of Technology & Science, he has held senior leadership roles in some of India's leading industrial organizations.

Mr. Tandon's career reflects a unique and diverse exposure to core industries through his association with reputed companies such as Hindustan Petroleum Corporation Ltd. (HPCL), Ispat Industries Limited, M.N. Dastur & Company Ltd., and the Welspun Group, among others. His tenure includes substantial experience in Public Sector Undertakings like the HPCL Refinery in Visakhapatnam, where he contributed to key projects and operational excellence.

For over 27 years, Mr. Tandon has served as the Profit Centre Head for Strategic Business Units, demonstrating a strong track record in business leadership, strategic planning, and successful execution of state-of-the-art industrial projects. His managerial acumen and deep domain expertise have significantly contributed to the growth and transformation of the organizations he has been part of.

Further, in terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Ashok Tandon (DIN – 00028301) fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Ashok Tandon (DIN – 00028301) will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Regulation 17(11) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) and other applicable provisions. Mr. Ashok Tandon (DIN – 00028301) shall be paid sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings.

Except Mr. Ashok Tandon (DIN – 00028301) and his relatives, no other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item no. 11 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

As per Regulation 25(2A) of the Listing regulations, appointment of Independent Director requires approval of the shareholder / members of the Company by way of Special Resolution. As such, the Board of Directors recommends the Special Resolution set out in the Item No. 11 of the Notice for your approval.

Item No. 12:

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 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

M/s. Metalfab Hightech Private Limited (hereinafter referred as "Metalfab") 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 Metalfab, which may exceed the limits stated in Listing Regulations or Companies Act 2013, hence Members / Shareholders approval shall be accorded in the Annual General Meeting of the Company. However, as the turnover of the Company is around Rs. 845.74 crores for Financial Year ending 2025 and the Company is growing Company, it intends to place sale, purchase, supply and service Contract (s)/ Arrangement(s)/Transaction(s) with M/s. Metalfab Hightech Private Limited and sought shareholders/ members approval for a limit of Rs. 500 Crore (Rupees Five Hundred Crore only) for a period starting from 22nd August 2025 till 21st August 2026 or till the date of 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 7th May 2025 have approved the aggregate limit of Rs. 500 Crore (Rupees Five Hundred Crore only) for a period starting from 22nd August 2025 till 21st August 2026 or till the 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 Metalfab at arms length basis and ordinary course of business.

Details of the proposed RPTs between the Company and Metalfab, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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	Metalfab Hightech Private Limited ("Metalfab")
2.	Name of the Director or KMP or any other person who is related	Material Subsidiary of the Company
3.	Nature of Relationship	
4.	Particulars of the proposed transaction	Sale/Purchase of Supply of goods and Services
5.	Any advance paid or received	None
6.	Tenure of Proposed Transaction	Period starting from 22nd August 2025 till 21st August 2026 till the date of next Annual General Meeting, whichever is earlier.
7.	Nature, material terms, monetary value, and particulars of the Contract(s)/ arrangement(s)/ transaction(s)/ Tenure of the transaction	Sale/Purchase of Supply of goods 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)	Rs. 500 Crore (Rupees Five Hundred Crore only)
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	59.12% Approx
11.	Percentage of the counter-party's annual consolidated 'turnover, if any that is represented by the value of the proposed RPT on a voluntary basis.	314.33% Approx (in reference to turnover disclosed by the Counter Party)
12.	Benefits of the proposed transaction	The Company being an Engineering Giant in the sector, desirous of providing its expertise service to other group companies, which may also help to leverage its 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 as to why the RPT is in the interest of the listed entity	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:	
	Source of funds	NA

Sr. No.	Particulars	Remarks
	1) If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
	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
	A copy of the valuation or other external party report, if any such report has been relied upon	NA
	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.

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. 12 of the Notice for approval by the Members.

Item No. 13:

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 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

M/s. Lloyds Infinite Foundation (hereinafter referred as "LIF") 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 of goods and services Contract (s)/ Arrangement(s)/Transaction(s) with "LIF", which may exceed the limits stated in Listing Regulations or Companies Act 2013, hence Members / Shareholders approval shall be accorded in the Annual General Meeting of the Company. However, as the turnover of the Company is around Rs. 845.74 crores for Financial Year ending 2025 and the Company is growing Company, it intends to place sale, purchase, supply of goods and services Contract (s)/Arrangement(s)/Transaction(s) with M/s. Lloyds Infinite Foundation and sought shareholders/ members approval for a limit of Rs. 100 Crore (Rupees One Hundred Crore only) for a period starting from 22nd August 2025 till 21st August 2026 or till the 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 7th May 2025 have approved the aggregate limit of Rs. 100 Crore (Rupees One Hundred Crore only) during a period starting from 22nd August

2025 till 21st August 2026 or till the date of next Annual General Meeting, whichever is earlier and now seek approval of the Members / 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 Lloyds Infinite Foundation at arms length basis and ordinary course of business.

Details of the proposed RPTs between the Company and Metalfab, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No.	Particulars	Remarks
2.	A summary of information provided by the management to the Audit Committee:	
1.	Name of the Related Party	Lloyds Infinite Foundation ("LIF")
2.	Name of the Director or KMP or any other person who is related	Mr. Rajesh Gupta and Mrs. Renu Gupta, amongst the Promoters of the Company possessing the significant influence in Lloyds Infinite Foundation as both hold the Director`s position in Lloyds Infinite Foundation (LIF).
3.	Nature of Relationship	
4.	Particulars of the proposed transaction	Sale/Purchase of Supply of goods and Services
5.	Any advance paid or received	None
6.	Tenure of Proposed Transaction	Period starting from 22nd August 2025 till 21st August 2026 till the date of of next Annual General Meeting, whichever is earlier.
7.	Nature, material terms, monetary value, and particulars of the Contract(s)/ arrangement(s)/ transaction(s)/ Tenure of the transaction	Sale/Purchase of Supply of goods 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)	Rs. 100 Crore (Rupees One Hundred Crore only)
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	11.82% Approx
11.	Percentage of the counter-party's annual consolidated 'turnover, if any that is represented by the value of the proposed RPT on a voluntary basis.	NA
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 as to why the RPT is in the interest of the listed entity	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:	
	Source of funds	NA

Sr. No.	Particulars	Remarks
	1) If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
	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
	A copy of the valuation or other external party report, if any such report has been relied upon	
	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.

None of the 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. 13 of the Notice for the approval of members.

Item No. 14:

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') with effect from 1st April 2019, no listed Company shall appoint or continue the appointment of a Non-Executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. Rajashekhar Mallikarjun Alegavi (DIN- 03584302), has attained the age of 75 years on 24th April 2025. At the Annual General Meeting ('AGM') held on 26th July, 2024, Members had approved the re-appointment of Mr. Rajashekhar Mallikarjun Alegavi as a director retiring by rotation as well as continuation in office.

In terms of provisions of the Companies Act, 2013, Mr. Rajashekhar Mallikarjun Alegavi is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. Mr. Rajashekhar Mallikarjun Alegavi is in good health and of sound and alert mind. The Board of Directors ('the Board') is confident about him being able to function and discharge him duties in an able and competent manner. Based on the recommendation of the Nomination and Remuneration Committee and taking in account Mr. Rajashekhar Mallikarjun Alegavi's seniority, expertise and vast experience, which has immensely benefited the Company, the Board considered and approved the continuation of Mr. Rajashekhar Mallikarjun Alegavi as a Non-executive Director of the Company, liable to retire by rotation.

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) is Bachelor of Engineering (Chemical Engineering) 1st Class from Mysore University, having 47 years rich experience in Design, Manufacturing, Erection and Commissioning of Chemical Equipment both in Hydro Carbon and Non-Hydro Carbon Industries and clean environment like Air/Gas/Liquid Dryers, Heat Exchangers, Boilers, Power Plant and LPG Loading Stations.

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

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

He being a Non-Executive Director of the Company since 2019 i.e. for more than five years and carries a rich experience of more than 45 years in other fields which includes Design and Engineering which will be beneficial for the Company. He is a Professional and Technical Expert in designing and engineering of various equipments and renders professional, technical, and technological advice to the company from time to time on need-based requirements.

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) being an experienced professional has been valuable to our Company's Board and has advised positively only for the betterment of the Company. Hence, Board of Directors at its meeting held on 7th May, 2025 has approved continuation of appointment of Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) as a Non-Executive Director of the Company after attaining the age of seventy-five years from 24th April 2025 based on the recommendations of nomination & remuneration committee and members approval has been sought for the same as Regulation 17 (1A) of SEBI (LODR) Regulations, 2015, mandates the Company to take Members Approval by Special resolution for all the Non-Executive Directors of the Company who has attained the age of seventy five years.

Except Mr. Rajashekhar Mallikarjun Alegavi, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested in resolution set out at Item no. 14 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 14 of the Notice for the approval of the Members.

Item No. 15:

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 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Lloyds Infrastructure and Construction Limited (hereinafter referred as "LICL") 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 LICL, which may exceed the limits stated in Listing Regulations or Companies Act 2013, hence shareholder`s approval shall be accorded in the Annual General Meeting of the Company. However, as the turnover of the Company is around Rs. 845.74 crores for Financial Year ending 2025 and the Company is growing Company, it intends to place sale, purchase, supply and service Contract (s)/Arrangement(s)/ Transaction(s) with Lloyds Infrastructure and Construction Limited and sought shareholders/ members approval for a limit of Rs. 500 Crore (Rupees Five Hundred Crore only) for a period starting from 22nd August 2025 till 21st August 2026 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 7th May 2025 have approved the aggregate limit of Rs. 500 Crore (Rupees Five Hundred Crore only) during a period starting from 22nd August 2025 till 21st August 2026 or till the 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 Metalfab at arms length basis.

Details of the proposed RPTs between the Company and Metalfab, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No.	Particulars	Remarks
3.	A summary of information provided by the management to the Audit Committee:	
	Name of the Related Party	Lloyds Infrastructure and Construction Limited ("LICL")
	Name of the Director or KMP or any other person who is related	Associate of the Company
	Nature of Relationship	
	Particulars of the proposed transaction	Sale/Purchase of Supply of goods and Services on terms and conditions of Contracts/Work Orders issued time to time.
	Any advance paid or received	None
	Tenure of Proposed Transaction	Period starting from 22nd August 2025 till 21st August 2026 till the date of of next Annual General Meeting, whichever is earlier.

Sr. No.	Particulars	Remarks
	Nature, material terms, monetary value, and particulars of the Contract(s)/ arrangement(s)/ transaction(s)/ Tenure of the transaction	Sale/Purchase of Supply of goods and Services on terms and conditions of Contracts/Work Orders issued time to time.
	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
	Value of the proposed transaction(s)	Rs. 500 Crore (Rupees Five Hundred Crore only)
	Percentage of Lloyds Engineering's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	59.12% Approx
	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	47.12% Approx (in reference to turnover disclosed by the Counter Party)
	Benefits of the proposed transaction	The Company being an Engineering Giant in the sector, desirous of providing its expertise service to other group companies, which may also help to leverage its 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.
	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally.
	Justification for the transaction as to why the RPT is in the interest of the listed entity	Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.
	Source of funds	NA
	1) If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA

Sr. No.	Particulars	Remarks
	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
	A copy of the valuation or other external party report, if any such report has been relied upon	
	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.

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. 15** of the Notice for the approval of the Members.

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

Sd/-
Rahima Shaikh
Company Secretary
Membership No. ACS 63449

Date: 1st July 2025
Place: Mumbai

Key Details at glance:

31st (Thirty-first) Annual General Meeting ("AGM")

Thursday, 21st August 2025 at 11:00 A.M.

Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')

Sr. No.	Particulars	Details
1.	Participation through VC/OAVM	The 31st AGM can be attended / live proceedings can be viewed at https://www.evoting.nsdl.com by following the instructions provided in the Notes to the Notice. Facility of joining the AGM shall open at 10.30 A.M. (IST)
2.	Technical Assistance for VC Participation	Contact NSDL at evoting@nsdl.com / 022 - 4886 7000
3.	Submission of Questions / Queries before the AGM	Questions with regard to the financial statements or any other matter to be placed at the 31st AGM can be submitted from registered e-mail address till Thursday, 14th August 2025 at rahima.shaikh@lloyds.in & infoengg@lloyds.in mentioning: Name of the shareholder; DP ID and Client ID/Folio number and Mobile number
4.	Speaker Pre-Registration	Members may send a request between Monday, 11th August 2025 (9.00 a.m. IST) to Thursday, 14th August 2025 (5.00 p.m. IST) from their registered email address to rahima.shaikh@lloyds.in & infoengg@lloyds.in mentioning: Name of the shareholder; DP ID and Client ID/Folio number; PAN and Mobile number. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5.	Dividend Details	On fully paid up : 25% on Face Value of Re. 1 i.e. 25 paise Partly paid up : 12.25% on Face Value of Re. 1 i.e. 12.25 paise Record Date: Thursday, 14th August 2025
6.	Cut-off Date for remote e-voting period	Thursday, 14th August 2025
7.	Remote e-Voting period	Monday, 18th August 2025 at 9.00 a.m. (IST) to Wednesday, 20th August 2025 at 5.00 p.m. (IST)
8.	Registration of email address to receive Credentials for Remote e-Voting and Notice of the 31st AGM	Members whose email addresses are not registered and wish to receive the credentials for remote e-voting along with the Notice of the 31st AGM and the Annual Report 2024-25 can get their e-mail addresses registered by writing an email to our RTA at **sujit@bigshareonline.com** or i**nvestors@bigshareonline.com** or by following the process mentioned in the Notes to the Notice of the 31st AGM