LLOYDS ENGINEERING WORKS

THE FOUR WORDS THAT HAVE
TRANSFORMED OUR COMPANY INTO ONE OF
THE FASTEST GROWING IN ITS SPACE IN INDIA

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

30th Annual Report 2023-24

2024

Contents

04	Corporate snapshot
08	Our financial growth scorecard
09	Our knowledge bandwidth growth scorecard
16	The last three years
18	Transforming our DNA
20	Our financial performance
24	The Chairman's overview
26	Chief Financial Officer's performance overview
30	Our businesses
32-51	Business segment
52	Excellence driver
60	Notice
78	Directors' Report
89	Corporate Governance Report
109	Management Discussion & Analysis
129	Business Responsibility and Sustainability Reports
153	Independent Auditors Report
162	Standalone Financial Statements

Big numbers

Annual revenue (Rs. Lakhs)

62,423.61

YoY growth of 99.69%

PAT

7,983.83

YoY growth of 116.82%

EBITDA

10,843.69

YoY growth of 86.82%

Order book

90,431.95

Disclaimer

We have exercised utmost care in the preparation of this report. It contains forecasts and/or information relating to forecasts. Forecasts are based on facts, expectations, and/or past figures. As with all forward-looking statements, forecasts are connected with known and unknown uncertainties, which may mean the actual result deviate significantly from the forecast. Forecasts prepared by the third parties, or data or evaluations used by third parties and mentioned in this communication, may be inappropriate, incomplete, or falsified. We cannot assess whether information in this report has been taken from third parties, or these provide the basis of our own evaluations, such use is made known in this report. As a result of the above-mentioned circumstances, we can provide no warranty regarding the correctness, completeness, and up-to-date nature of information taken, and declared as being taken, from third parties, as well as for forward looking statements, irrespective of whether these derive from third parties or ourselves. Readers should keep this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

LLOYDS ENGINEERING WORKS LIMITED

(Formerly known as Lloyds Steels Industries Limited)

CORPORATE INFORMATION

CIN: L28900MH1994PLC081235

Board of Directors

Mr. Mukesh Rajnarayan Gupta
Chairman & Whole Time Director
(DIN: 00028347)

Mr. Shreekrishna Mukesh Gupta
Whole Time Director (from 6th March, 2024)
(DIN: 06726742)

Mrs. Bela Sundar Rajan
Independent & Woman Director
(DIN: 00548367)

Mr. Lakshman Ananthsubramanian
Independent Director
(DIN: 08648489)

Mr. Kishor Kumar Mohanlal Pradhan
Independent Director
(DIN: 02749508)

Mr. Ashok Kumar Sharma
Independent Director
(DIN: 09352764)

Mr. Ashok Tandon
Non-Executive Director
(DIN: 00028301)

Mr. Rajashekhar Mallikarjun Alegavi
Non-Executive Director
(DIN: 03584302)

Mr. Devidas Kashinath Kambale
Independent Director (from 6th March, 2024)
(DIN: 00020656)

Mr. Satyendra Narain Singh
Independent Director (Upto 18th April, 2023)
(DIN: 00398484)

Chief Financial Officer

Mr. Kalpesh Prakash Agrawal

Company Secretary & Compliance Officer

Ms. Meenakshi Ankit Pansari (ACS: 53927)
(Upto 10th August, 2023)

Ms. Rahima Shabbir Shaikh (ACS: 63449)
(from 11th August, 2023)

Business Head

Mr. Shreekrishna Mukesh Gupta

Executive Vice President (upto 5th March, 2024)

Mr. Sudhir Diwedi
Chief Operating Officer (Engineering Division)

Mr. Sameer Tawade
Chief Operating Officer (Civil & Construction)

Mr. Saiprasad Ganggishetti
Vice President (Marketing & Contracts)

Mr. Deepak Obhan
Vice President (Human Resources)

Mr. Shreekant Vijay Nagraj
Asst. Vice President (Marketing & Projects)

Auditors

Statutory Auditors
M/s. S Y Lodha and Associates
Unit No. 309, 3rd Floor, New Sonal Link Service Industrial Premises, Link Road, Malad West,
Mumbai – 400 064 Maharashtra

Cost Auditors:
M/s. Manisha & Associates
238, Shreeram Shyam Towers, 2nd Floor, Near N.I.T Sadar,
Nagpur – 440 001, Maharashtra

Secretarial Auditors
Mitesh J. Shah & Associates
104, 1st Floor, C-Wing, Hetal Arch, S. V. Road, Opp. Natraj Market, Malad West,
Mumbai – 400 064, Maharashtra

Internal Auditors
Arun Todarwal & Associates LLP
104, Maker Bhavan No.3, 1st Floor, 21-New Marine Lines, Mumbai – 400 020, Maharashtra

Bankers

HDFC Bank Limited
Bank of Maharashtra Limited
Kotak Mahindra Bank Limited
Union Bank of India Limited
Citizen Credit Co-operative Bank Limited

Registered Office

Plot No. A-5/5, MIDC Industrial Area,
Murbad Rd, Thane – 421 401, Maharashtra

Corporate Office

A-2, Madhu Estate, 2nd Floor,
Pandurang Budhkar Marg, Lower parel,
Mumbai-400013, Maharashtra
Tel: 022-6291 8111
Email: infoengg@lloyds.in
Website: www.lloydsengg.in

Works:

Plot No. A- 5/5, A-5/4 & A-6/3, MIDC Industrial Area, Murbad Rd, Thane – 421 401, Maharashtra K-3, Additional Murbad Industrial Area, Kudavali Village, MIDC Murbad, Thane – 421 401, Maharashtra

Registrar & Share Transfer Agent

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra
Phone: 022-6263 8222/223/236
Fax: 022-6263 8299

Annual General Meeting

30th Annual General Meeting
Date: Friday, 26th July, 2024
Time: 11:00 AM

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

BOLDRINI

Introduction

Following a change in management control a few years ago, we had two choices.

One. Grow steadily and organically.

Two. Catch up with lost time.

We took the road less travelled.

That has made all the difference.

CORPORATE SNAPSHOT

Vision

To manufacture equipment to the customer's satisfaction within the acceptable time and price with continuous improvements in the manufacturing process.

Background

The Company's engineering business started operations in 1974 and the Company is now a complete process plant equipment providing company in India. It provides a complete package of engineering and infrastructure solutions by carrying out designing, engineering, manufacturing, fabrication and installation. Its products cover various categories in Heavy Equipment, Machinery and Systems for Hydro Carbon Sector, Oil & Gas, Steel Plant Equipments, Power Plants, Nuclear Plant, Boilers and Turnkey Projects. Its facilities have been approved by various authorities like Industrial Boiler Regulatory Authority, SGS UK, Petroleum and Explosives Safety Organisation etc.

Listing

Lloyds Engineering Works Limited is listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with a market capitalisation (NSE) of Rs.5,614.41 crore as on 31st March, 2024.

Manufacturing Facilities

The Company has state-of-the-art facilities located in Murbad, Thane. All workshops are adjacent to each other, generating significant cost dynamics. The five workshops named A ,B, C, D and K3 are spread across eight acres, located 84 kms from Jawaharlal Nehru Port Trust and 1 Km from the National Highway.

Major machineries

- CNC 4 axis tube bending machine capable of bending tube upto 114 diameter x 6 thick x 65 m in serpentine length (1D bend upto 50.8 diameter).
- CNC Deep hole tube sheet drilling machine upto 65 diameter x 1000 mm
- CNC profile cutting machines 3 meter x 12 meter
- 8 torch panel welding machine (Panel Processing Machine)
- SAW machines upto 6.50 meter height
- Hydraulic plate bending machine (75 thick x 3 meter width), (125 thick x 1 meter width).
- Hydraulic press 2000 metric ton.
- Skoda Spindle diameter 250 mm, X axis 10 meter Y axis 4 meter Z axis 2.2 meter Floor Table 10 meter x 3.5 meter (Rotary Table 2 meter x 2 meter).
- Vertical turret lathe upto 6.00 meter diameter x 2.50 meter height.
- Mass drilling machine upto 65 mm diameter
- Stress relieving furnace 6.50 meter x 6.50 meter x 14 meter

Products and services

The Company is engaged in the design and manufacturing of heavy equipment, machinery and systems for the hydrocarbons sector, oil & gas, steel plants, power plants, nuclear plant, boilers and turnkey projects.

The manufacturing facility was set up in Andheri, Mumbai, in 1974 and later shifted to MIDC Murbad. LEWL executed projects for various steel plants, comprising equipment for steel melting shops, rolling mills, processing lines, cold rolling mill complex and raw material handling plants for sponge iron and pellet plants.

The Company is engaged in executing marine loading/unloading arms, truck / tanker / rail loading arms for products such as LPG, petroleum, chemicals, acids, liquid ammonia and sulphur; it also supplied boilers with instrumentation and electrical equipment.

Presence

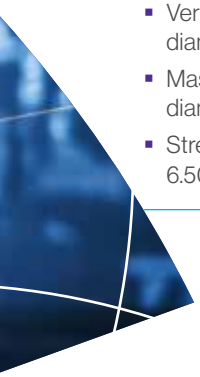
The Company's corporate office is located in A-2, Madhu Estate, Second Floor Pandurang Budhkar Marg, Lower Parel, Mumbai. The company has state-of-the-art facilities in Murbad, Thane.

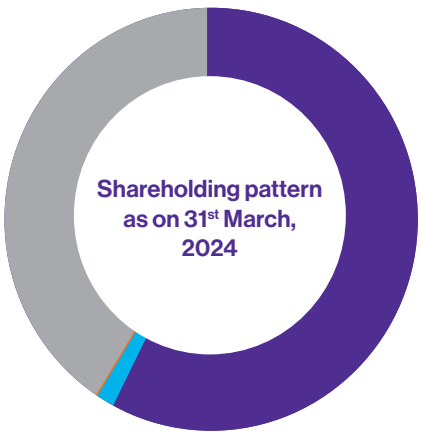
Our clients

The Company comprises a robust portfolio of clients, addressed with innovation, customisation, and precision in a cost and time-efficient manner.

Employees

The Company comprised a workforce of 235 employees as of 31st March, 2024.

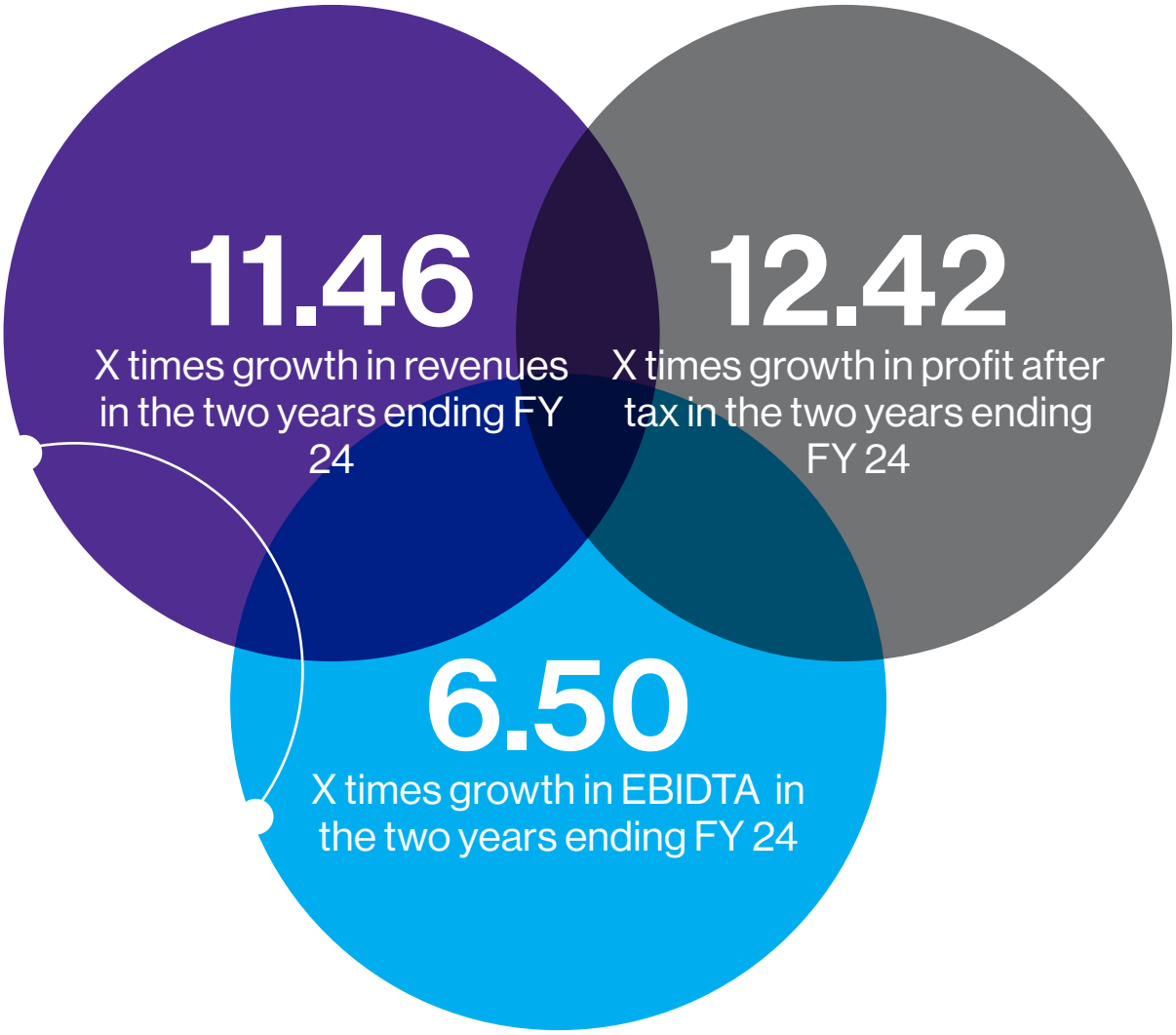




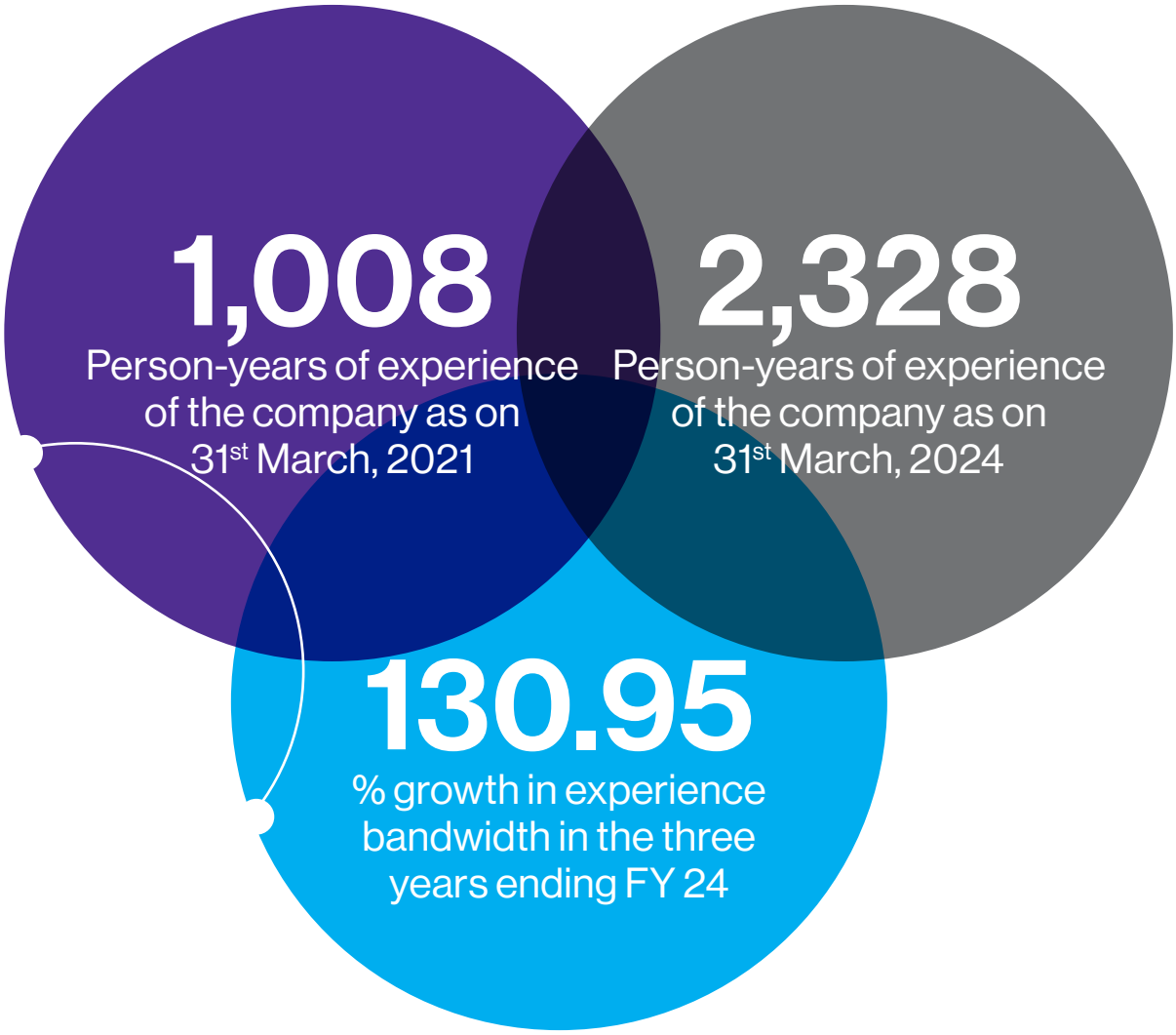
- Promoter and Promoter Group: 57.25%
- Foreign Institutional Investors (FIIs): 1.39%
- Domestic Institutional Investors (DIIs): 0.12%
- Others : 41.24%

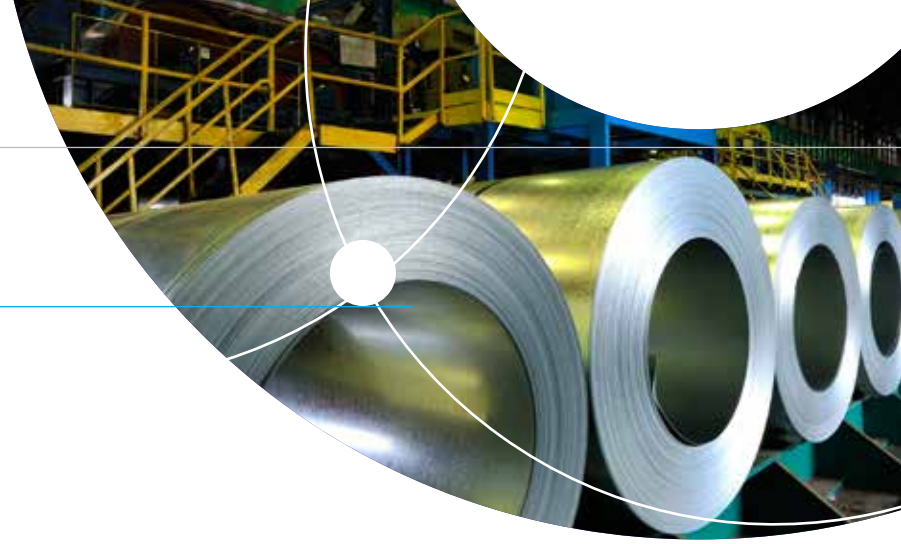
In the span of just two years, Lloyds Engineering has emerged among the fastest growing engineering companies in India.

Our financial growth scorecard



Our knowledge bandwidth growth scorecard





This is the outcome. The PAT of FY 24 was higher than the turnover of FY 22

594.72
Rs. Lakhs, PAT of our company in FY 22

7,983.83
Rs. Lakhs , PAT of our company in FY 24

5,984.73
Rs. Lakhs , turnover of our company in FY 22

63,167.61
Rs. Lakhs, turnover of our company in FY 24

21,601.59
Rs. Lakhs, order book of our company at the close of FY 21

90,431.95
Rs. Lakhs, order book of our company at the close of FY 24

This sharp turnaround was the result of an over-riding priority.

A priority to build one of the best multi-product hi-tech engineering companies of India

Multi-product
Comprising a range of products that we intend to manufacture

Hi-tech
Our conscious decision to graduate beyond the simple to the complex

Engineering
Our chosen space of competence

Three words transformed our personality and helped create a new identity

Our priority

We seek to be large and differentiated

We focus on challenging projects

We seek to enhance our presence in under-penetrated spaces

We seek to provide complete product and engineering solutions

We seek to generate a return higher than the generic industry average

We seek to provide customers with timely, quality and customised solutions

'Customised engineering solutions.'

When we embarked on transforming Lloyds Engineering, we started with one word. 'Culture'

When they indicated that the largest would survive in a volume-led business...
We focused on becoming the best through responsible customisation.

When they felt that fabricating usual products would be safest ...
We select to turn specialised instead.

When they advised engineering companies like us to be patient...
We selected to transform our business with speed

When they said look within and consolidate...
We looked outward and embraced technology alliances

When everybody cited caution...
What we heard was 'opportunity'

THE LAST THREE YEARS...

The transformation of **Lloyds Engineering** was carried out across every dimension of the company's presence

The last three years have been the most transformational at Lloyds Engineering.

The company embarked on a number of initiatives with the objective to transform its DNA.

This was done to not just create a new business direction but to transform the company's personality.

This was done to not just enhance one-off profitability but to create long-term sustainability.

This was done to not just enhance our competitiveness but to transform our brand.

Before
We were driven by a promoter and management for whom this business was not a priority

Now
We are being driven by a promoter and management that seeks aggressive growth

Before
We were recognised as one of dozens of engineering companies in India

Now
We are now being seen as one of India's most exciting specialised engineering brands

Before
We were a company complacent with our smallness

Now
We are now a company hungry for growth

Before
We were a company recognised by the achievements of our past

Now
We are now driven by the possibilities of what we can achieve in the future

Before
We were a company present in large and visible industry spaces

Now
We are deepening our presence in the under-penetrated niches of large downstream sectors

Before
We vacated some engineering spaces for various reasons

Now
We are building on our existing knowledge capital to rebuild our presence in those spaces

Before
We focused on relatively simple and usual engineering projects

Now
We have graduated to specialised and customised engineering solutions

Before
We were engaged in the fabrication of products

Now
We are engaged in customised engineering solutions

Before
We attempted to use in-house knowledge

Now
We are entering into technology alliances with global specialists

Before
We were funded through a mix of debt and equity

Now
We are completely debt-free

Before
We possessed legacy capabilities

Now
We possess cutting-edge competencies with a forward-looking approach

Before
We possessed a modest order book

Now
We have graduated to robust revenue visibility

Before
We invested negligibly in capital expenditure

Now
We are investing considerably more in capital expenditure and business growth

Before
We were driven by the status quo

Now
We are being driven by the prospect of growth across all fronts

TRANSFORMING OUR DNA

We strengthened every business segment in line with the needs of a modern world

Corporate governance and leadership

Strengthened leadership; strengthened governance practices

Focused on enhancing stakeholder transparency and accountability

Capitalised the Balance Sheet

Implemented a rights issue and issued warrants to promoters

Created a business model that catalysed business growth without mobilising to debt

Enhanced manufacturing infrastructure

Doubled our work floor area

Research and development

Entered into a collaboration with a Japanese company to manufacture around 70-80% loading arm components in India

Acquired the exclusive rights to manufacture and market acid-free steel pickling technology in India.

Talent management

Introduced an employee stock ownership plan (ESOP) to align employee and corporate interests

Introduced variable pay linked to individual and team KPIs.

Bidding

Focused on securing contracts across capital-intensive sectors like oil and gas, power, steel, defence etc. by meeting technical and financial bidding criteria

Bid for more and larger projects

Sales footprint

Enhanced our presence within India; prepared to enter international markets.

Environmental compliance

Entered technology spaces that enhanced environment outcomes (acid-free pickling in the steel sector)

Client relationships and contracts

Managed client relationships through proactive contract management, ensuring profitable terms.

Supply chain and logistics

Implemented logistics strategies to enhance the delivery of complex machinery.

Re-engineered the supply chain to indigenise the products portfolio

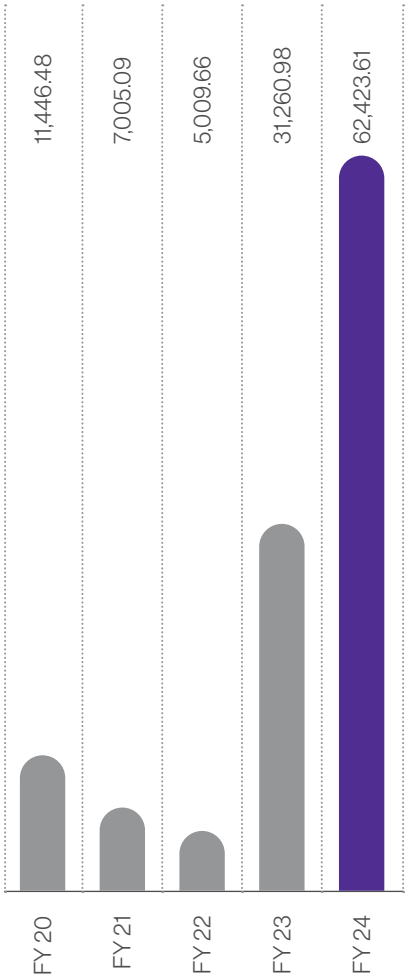
Strengthened on-site fabrication, enhancing timeliness and cost management

Our Financial Performance

Our strengethening financial performance in the last few years

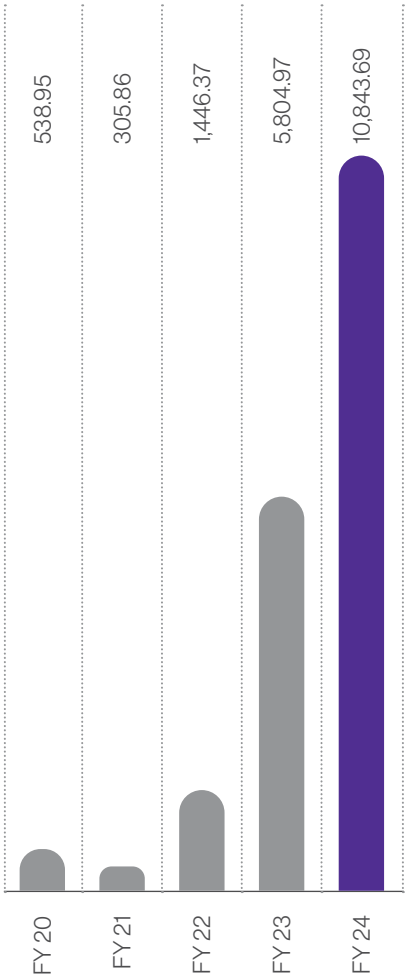
Revenue from operations

(Rs. in Lakhs)



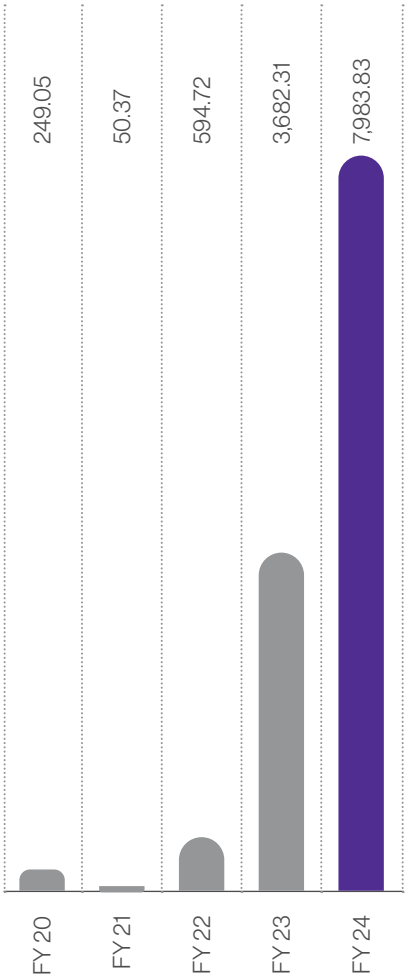
EBITDA

(Rs. in Lakhs)



Net profit

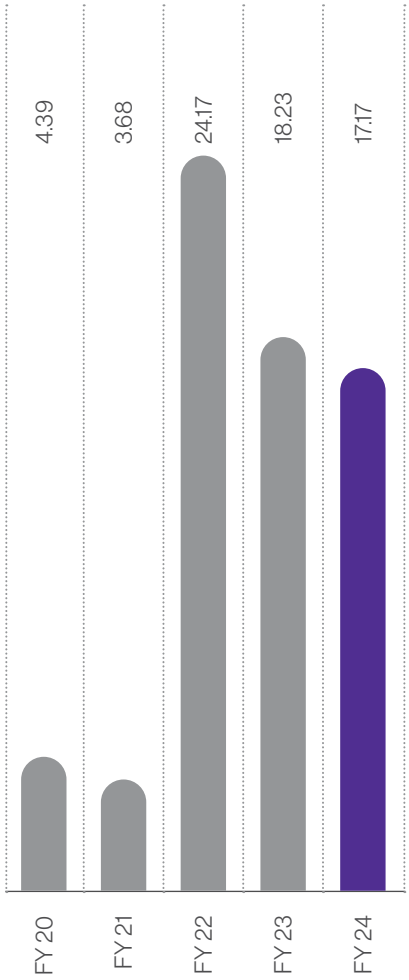
(Rs. in Lakhs)



(Excluding exceptional items)

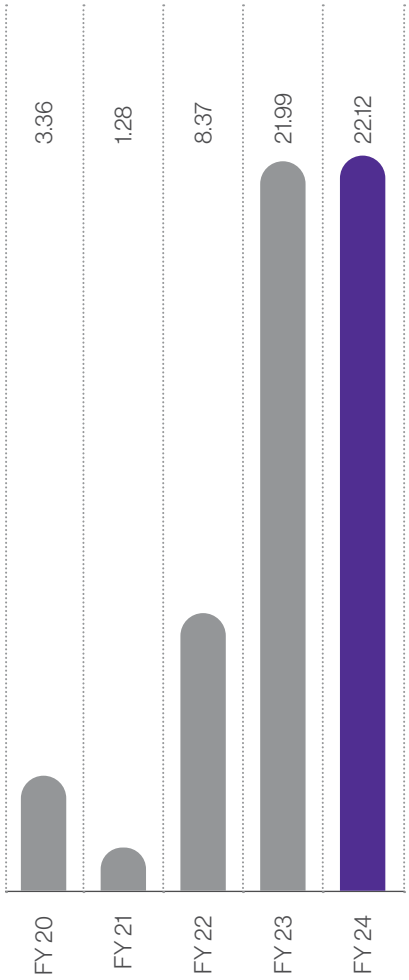
EBITDA margin

(%)



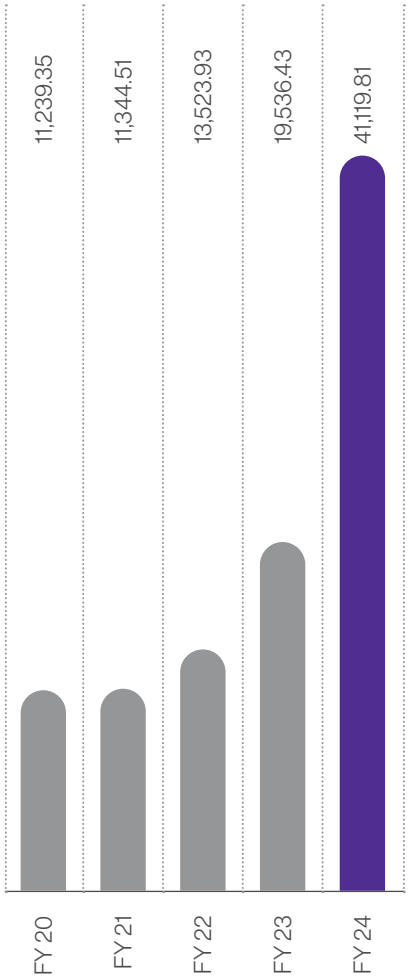
RoCE

(%)



Net worth

(Rs. in Lakhs)



Outcome

The Lloyds Engineering that has emerged is contemporary, competent and competitive

Directed to enhance responsibility, profitability and sustainability

Promoter strength: The company's promoters possess a multi-decade industry track record; they have promoted Lloyds Metals, likely to emerge as one of the fastest growing integrated steel companies in India

Specialised solutions: The company is engaged in the combination of two strategic priorities – customisation and solutionisation – that are likely to deepen the company's brand through product customisation

Debt-free: The company has no long-term or short-term debt, selecting to grow the business completely through net worth

Technology alliances: The company entered into business-strengthening alliances with global technology companies, widening its competence matrix

Quick delivery cycles: The company's focus on quick delivery projects have translated into quicker cash flows and enhanced project rotation, strengthening brand equity and profitability

Strong net worth: The company possessed Rs.41,119.81 Lakhs of net worth as on 31st March, 2024

High asset-turnover: The company generated Rs.8.11 from every rupee invested in gross block, indicating superior business selection and asset sweating

Growing automation: The company invested selectively in automation with the objective to enhance fabrication accuracy, timeliness and cost-effectiveness

Revenue broadbasing: The company broadbased revenues, moderating an excessive dependence on three verticals (hydrocarbons, marine and steel) as a percentage of revenues

Revenue gateway: The company deepened its presence in projects within multiple sectors that are expected to generate adjacent revenue opportunities

Superior margins: The company delivered an EBITDA margin higher than the sectorial average, strengthening cash flows and validating its business model

The Chairman's overview

The Lloyds Engineering that we are building will be different from **legacy engineering companies**

Mukesh Gupta,
Chairman

Overview

At Lloyds Engineering, we have often been asked: 'What is our vision for the company?'

At our company, we prefer to reply through our national prism: 'The vision of our nation is the vision of our company.'

If there is a reason why we have extended the vision of our country to the outlook of our company it is because both are connected. If India stands at the most exciting moment in its existence, it means, by extension, that Lloyds Engineering stands at the cusp of an unprecedented opportunity.

To comprehend the possibilities of what lies ahead for country and company, it would be necessary to understand where India is and where it expects to go. India is passing through a structural shift towards growth and modernisation. The country is placing its biggest capital spending bet on infrastructure creation. This is incentivising a number of existing infrastructure players to make unprecedented investments.

Vastness of opportunity

This indicates the vastness of the India infrastructure building opportunity. We are a sub-set of the India growth story; the country's economic direction provides us with the foundation, framework and fuel to grow faster than what we have achieved. If there is a growing consensus that in a 'China plus one' reality the world is turning to India as next economic engine, then this optimism cascades into opportunities for companies engaged in building this new India.

This India growth dimension will translate into faster economic growth than we have seen. During the current financial year, India expects to emerge as a USD 4 trn

economy; the country expects to add a quarter of the growth achieved in more than 75 years in just the next few years and emerge as a USD 10 trn economy in a decade.

This growth is likely to be driven by accelerated reforms, investments and industrialisation. This could translate into a number of Indian companies becoming service and product providers to the world; this could translate into a number of Indian companies graduating to global scale; this could translate into a number of Indian companies leveraging the power of cutting-edge technologies to emerge among the fastest growing.

Our objective

It is with this perspective that we acquired management control of Lloyds Engineering a few years ago and embarked on initiatives to transform the company. The objective was not merely to strengthen; the objective was to reinvent. The objective was not merely to grow; the objective was to accelerate.

If we pitched any lower, we would have been doing the country, sector and ourselves a disservice.

This big picture was important. At a time when we felt that the India was being built larger and stronger, the country's principal requirement was the creation of engineering companies that would accelerate nation building. These companies would not only build bigger and better for the country; these companies would build faster and more competitively. More importantly, these engineering companies would help in the creation of a globally competitive India.

I am pleased to communicate that we are engaged in building just this kind of company. The Lloyds Engineering that we are building will be different from legacy engineering companies; our company is being positioned as a customised engineering solutions company dedicated to the exercise of building for India and building in India.

Priorities

These are the priorities of a reinvigorated and reinvented Lloyds Engineering.

One, we will enter relatively under-crowded spaces of large sectors, making it possible for us to capitalise on the growth of that sector without attracting margins-eroding competition.

Two, we will focus on the engineering cum fabrication of products being imported into India. We will examine how these spaces need products that are more environment friendly. We will explore how technology-intensive products being imported need to be indigenised. Through progressive cost rationalisation and indigenisation, we not only expect to emerge as more competitive than the landed cost of such products, but we expect to reverse the flow of such products, making it possible to leverage our competitiveness – national and corporate - and export our services across the world.

Three, we will enter sunrise spaces within large and mature sectors. We will enter into technology alliances with global leaders and progressively introduce new products into India. We believe that a focus on these priorities will not only perpetually widen our products portfolio but also keep increasing our order book. This will strengthen revenues on the one hand and enhance profitability on the other.

Four, we enjoy a longstanding presence in the steel, oil and gas and defence sectors. We will seek to enter new industrial sectors, including the potentially lucrative nuclear sector. In line with this projected growth, we expect to double production capacity across the foreseeable future.

Five, we are inducting subject matter experts and engineering professionals with the objective to build one of the most knowledge specialised engineering companies within the areas of our presence. Three years ago, the company comprised 1,115 person-years of professional experience; by the close of the last year, this had grown to 1,445 person-years of experience across a range of sectors. The result is that the company broad-based its knowledge mix, deepened the richness of experience and, in doing so, has created the foundation of multi-year outperformance. The company is rewarding all its employees with a stock option plan, aligning corporate and personal interests on the one hand, and helping secure knowledge retention on the other.

Three years ago, the company comprised 1,115 person-years of professional experience; by the close of the last year, this had grown to 1,445 person-years of experience across a range of sectors.

At Lloyds Engineering, we believe that the ferment of these realities will translate into larger opportunities for our companies. Virtually every core sector that we are present in is expanding; we seek to address the opportunities coming out of these sectors with differentiated high-margin products; we will keep growing our portfolio through technology alliances; we will leverage the combined value of engineering cum fabrication in niche areas that makes us a customised integrated solutions provider; we will reinvest our surpluses and grow the business through net worth.

In view of these realities, we are optimistic that we are attractively placed to enhance value for all our stakeholders in a sustainable way across the long-term.

Mukesh Gupta, *Chairman*

Chief Financial Officer's performance overview

A financial perspective into our business

How we maintained business growth in FY 24 and created a new foundation

Big picture: The big picture message is that Lloyds Engineering balanced its business momentum and created a new foundation that will empower the company towards the next growth phase. The last financial year presented cash flow management and capital allocation priorities, any under-delivery in which could have had timely project completion and profitability implications. The fact that the company could report revenue growth of 99.69%, EBITDA growth of 86.82%, PAT growth of 116.82% and win new contracts (that grew its order book), indicated its overarching competence in addressing stakeholder needs for the moment and the future.

Order book: The principal challenge that the company faced during the year under review was the need to bag more orders through a prudent leverage of its credentials. This challenge was accentuated by the fact that the Indian government announced the largest infrastructure building outlay in the previous two Union Budgets (2022-23 and 2023-24), indicating that the growth of this country would now be driven by proactive infrastructure expansion. In this environment, there was a priority to be growth-ready through credentials, effective project bidding and timely projects completion.

During the last financial year, your company seeded its growth foundation to graduate to the next level. At the start of the year under review, your company possessed an order book of Rs. 68,294.28 Lakhs; during the year under review, your company added Rs.84,561.28 Lakhs in orders and finished the year with a pending order book of Rs.90,431.95 Lakhs.

This order book crossed Rs.90,000 Lakhs for the first time, enhancing respect for the company among select engineering companies, which translated into a better perception among stakeholders. This order book is to be liquidated in 12 to 15 months. As a matter of prudence, the company maintained an order book-to-revenue ratio of 1.45 times , protecting it from the prospect of over-burdening and under-delivery. Around 41.78% of the order book comprised orders for the steel vertical.

As a bidding discipline, the company bid for projects around an EBITDA margin of 17-18%.

Year	FY22	FY23	FY24
Order book (Rs. in Lakhs)	37,715.85	68,294.28	90,431.95

Profitable growth: The validation of the company's business model was derived from profitable growth across the last three years. Each time the company scaled revenues, it generated a superior amortisation of fixed expenses, widening margins. In view of this, the company's revenue growth now translates into a higher rate of profit accretion.

Year	FY22	FY23	FY24
Revenue growth %	-28.49%	524.01%	99.69%
EBITDA growth %	372.89%	301.31%	86.82%

Capital efficiency: The Company reported creditable profitability during the year under review. EBITDA margin stood at 17.17% , which was a reflection of an improvement in volumes, economies, working capital management and sizable equipment ownership. Return on Capital Employed stood at 22.12%; RoE stood at 26.32%.

The overall improvement in the health of the business was due to long-term priorities: presence in niche areas relatively insulated the company from rampant competition, enforced fabrication competence, strengthened economies of scale through larger contract sizes (and hence larger procurement economies), prompted rising equipment investments that generated superior efficiencies and reinforced disciplined working capital management.

Margins: Through a prudent combination of volume-based economies, resource management efficiency and activity-based costing, the company strengthened its position as one of the most competitive within customised engineering solution companies in India. The company developed two working plots to enhance processing capacity. The company increased on-site fabrication during the year under review, moderating costs and accelerating projects completion. The increase in employment (163 at the close of FY 23 rising to 235 at the close of FY 24) temporarily increased costs while the outcomes will be visible through enhanced revenues and superior project outcomes from FY 25 onwards.

RoE stood at
26.32%

The company strengthened working capital hygiene and its receivables cycle through better terms of trade with principals, addressing project milestones with speed and embracing challenging projects that remunerated better

Kalpesh Prakash Agrawal
Chief Financial Officer

Year	FY22	FY23	FY24
EBITDA margin %	24.17%	18.23%	17.17%

Revenues: The company grew revenues 1,146.06% in FY 24 and 524.01% in FY 23 over the level of FY22. This sharp growth was the outcome of a complete rethinking of the company's business model. The company seeks to leverage its specialised engineering capabilities and broadbase its projects mix and revenues mix. The company intends to deepen its business in steel cum eco-pickling, theme-based construction, boilers, marine transfers and navy projects. This broad basing will empower the company to respond to growing pan-infrastructure opportunities, progressively protecting the company from an excessive dependence on any one vertical and providing it with a well-rounded engineering company personality. The company is positioned as a pan-India customised engineering solutions company.

The company monetised several projects during the last financial year, generating Rs.62,423.61 Lakhs in revenues. This cash inflow helped the company mobilise resources for reinvesting in its order book, ensuring that its large projects were adequately capitalised for timely completion.

Liquidity: As a policy, the management at Lloyds Engineering maximised the use of accruals in business growth. Working capital as a proportion of the total employed capital was 69.95% in FY 2022-2023 and 59.70% in FY 2023-2024 ; the proportion of inventory in the working capital outlay was 67.76% and 36.19% respectively. The working capital tenure reduced from 197 days of turnover equivalent in FY 2022-23 to 165 days in FY 2023-24.

The company's receivables were 88 days of turnover equivalent during the year under review. By selecting to moderate inventory and the receivables cycle, the company increased working capital turns – from 1.85 in FY 23 to 2.21 in FY 24. The company strengthened working capital hygiene and its receivables cycle through better terms of trade with principals, addressing project milestones with speed and embracing challenging projects that remunerated better.

The company worked with a debt-free Balance Sheet, marked by adequate cash in hand. The Company focussed on strengthening terms of trade, leveraging cash in hand to generate raw material procurement discounts and addressing fresh capital expenditure needs. As a matter of prudence, the company worked with credible customers that protected it from a payments default.

Year	FY22	FY23	FY24
Working capital as % of total capital employed	84.52	69.95	59.70

As on 31st March	FY22	FY23	FY24
Cash and cash equivalents (Rs. in Lakhs)	2,459.40	798.66	12,497.13

Raw materials procurement: The Company is engaged in a business marked by fluctuations in raw material costs on the one hand and a commitment to provide completed projects at a focused cost. This makes it imperative for the company to take a forward call on commodity price movements, negotiate volume-based documents with material providers, work with specialised material providers and book materials in advance at a low cost using the cash on books. During the year under review, the company moderated raw material costs as a proportion of revenues from 60.19% to 59.16%. The company entered into alliances with technology leaders that will make it possible to fabricate once-imported equipment within India, enhancing indigenisation and moderating costs. The company entered into a technology alliance with TB Niigata in the marine transfers business, which will empower the company to enhance loading arms indigenisation to around 70-80%

Year	FY22	FY23
Raw material cost as a % of revenues	60.19	59.16

Way forward: The company enjoyed a strong financial position at the end of the fiscal year under review. The company's net worth stood at Rs.41,119.81 Lakhs as on 31st March, 2024. The company's large net worth was the outcome of a build-up of surpluses. In an unpredictable world, this significant net worth bias implies relative de-risking; it provides the company patient and resilient capital in challenging periods. The company seeks to grow revenues in a calibrated manner over the next three years. The company is aligned to grow its business around a relatively asset-light approach.

Kalpesh Prakash Agrawal
Chief Financial Officer

At the start of the year under review, your company possessed an order book of Rs.68,294.28 Lakhs; during the year under review, your company added Rs.84,561.28 Lakhs in new orders and finished the year with a pending order book of Rs.90,431.95 Lakhs

Our businesses

Overview

The complement of business segments where Lloyds Engineering is present has been prudently selected with the objective to generate a sustainable competitive advantage.

While on the one hand, these segments belong to large sectors, they stand for niche competencies – the best of both worlds, where the company enjoys a large revenue headroom complemented by superior margins.

These spaces will be increasingly relevant at a time when each of the sectors of the company's presence will keep growing.

The characteristics of the segments of our presence

Niche specialised engineering spaces

Beyond commodity market pulls

Relatively under-crowded spaces

Affording superior margins

Protected in some cases by technology alliances

Attractive growth prospects

How we intend to enhance value from these niche spaces

Reinforce the company's brand around customisation and differentiation

Generate superior, sustainable and consistent margins

Secured prospects in some cases through exclusive technology agreements for the India territory

Offsite and onsite manufacturing flexibility

Business segment

Our supply to the steel sector and growing prospects for our eco-pickling business

1st
Largest segment within the company

68.46
% of revenues, FY 24

41.78
% of order book, FY 24

135.18
% revenues growth, FY 24

Overview

The infrastructure and manufacturing industry growth in India is driving the growth of the steel business. As India industrialises, there will be a bigger urgency to plug the gap between the per capita steel consumption in India (estimated at ~90 Kg in FY 24) and the global average (~219 Kg). India is a net importer of steel. There is a larger drive towards indigenising steel grades; steel makers are gearing up for large investments with the Government's PLI scheme supporting this growth.

As the world looks towards a greener future, the Indian steel industry is taking initiatives to reach net carbon zero, warranting fresh investments.

All prospective investments shall have a larger localised share with respect to critical equipment and components, as well as the engineering and manufacturing needed for setting up plants.

In view of the demand pull, India is likely to remain one of the fastest growing steel markets in the world. In this environment, steel companies will either expand or new companies will commission fresh capacity. This is expected to generate a growing appetite for specialised engineering competencies.

The company possesses the experience of having worked on a range of products locally and globally (iron ore processing plant components, iron making plant components, steel making plant components, casting & rolling plant components). The company expects to leverage this rich experience through the manufacture of adjacent products within the same sector and upgraded versions of World Steel Association existing products.

Outlook

The company is optimistic of prospects considering that India intends to grow its steel manufacturing capacity from around 140 mn tonnes to 300 mn tonnes by 2030, widening opportunities for customised engineering service providers. Within this growth space, there are a number of products that are not being manufactured by the Indian steel sector; their engineering and manufacturing provide attractive indigenisation potential. Besides, India is one of select markets to possess upstream iron ore coupled with downstream steel manufacturing capacity and the world's most populous country seeking to consume more steel.

Competencies

Knowledge: The company possesses the competence to manage projects across the entire value chain, reinforcing its recall as a single-point solution provider.

Respect: The company has established a respect for the capacity to fabricate quality products used in steel sector.

Volumes and size: The company has established a competence in supplying equipment to manufacturers, coupled with the capability to manufacture large volumes

Capability: The company possesses the capability to deliver detailed engineering of customised equipment, strengthening its distinctiveness

Responsibility: The company assumes the single point turnkey responsibility of complete plant fabrication and delivery (DRI plants for instance), enhancing a customer's peace of mind

Flexibility: The company possesses the competence to engage in on-site fabrication (customer's premises), making it possible to shrink delivery timelines, quality and cost-effectiveness.

The capability to execute projects across different models like ESS, EPC, BOOT, TAAS, EPCM etc. shall help address Indian and global markets.

Our evolving order book for this business segment

19,383.98
Rs. in Lakhs, as on 31st March, 2022

23,154.80
Rs. In Lakhs, as on 31st March, 2023

37,783.50
Rs. in Lakhs, as on 31st March, 2024

What our business head says

"India is poised at the cusp of a sharp growth in its steel sector. India provides an unusual instance of a country that is already the second largest steel producing country and yet extensively under-penetrated by per capita. The country's finished steel consumption is anticipated to increase to 230 MT by 2030-31 from 119.17 MT in FY23. Each of India's leading steel companies plan to deepen their investments in increasing steel capacity. This provides a widening landscape for specialised engineering companies like Lloyds Engineering that provide services to this growing sector. Besides, the eco-pickling technology represents a giant leap for the steel industry as a whole, deepening its commitment to sustainable steel processing."

Case study

The company addressed an overseas project supplied to one of the Russia's largest companies called Ural Mash in Ekaterinburg.

The steel plant was designed for the first time in India by the technology provider at-40 degrees centigrade.

Lloyds Engineering manufactured and supplied all critical components like water cooled parts etc. for the electric arc furnace-based steel making plant well within the contractual deliveries with the highest quality.

Eco-pickling and Lloyds Engineering

At Lloyds Engineering, we seek to be recognised among the most responsible specialised engineering companies in India.

This positioning was validated during the last financial year when the company entered the increasingly relevant eco-pickling space.

Eco-pickling is a sunrise concept in the global flat steel sector. It is a new environmentally advantageous method of removing the oxide layer (scale) formed during the hot rolling process of producing flat rolled steel. EPS accomplishes mechanical removal of scale using a unique 'slurry blast' technology, in which a mixture of carrier liquid (water) and abrasive material impinges against the moving strip of steel. The force, angle and uniformity of slurry impact against the steel strip are precisely controlled to achieve complete scale removal, with no meaningful erosion of the steel substrate.

The company entered into an agreement with The Material works Limited (TMW) that was exclusive to India and Bangladesh.

The prospects of eco-pickling are relevant to a growing need among steel markets to be increasingly responsible in manufacturing processes; there are 150 pickling lines in the country that could be potentially replaced by eco-pickling.

The company is engaged in the process to manufacture a pilot manufacturing facility that validates the company's proposition.

The Eco Pickled Surface (EPS) process that replaces acid pickling by fully removing the mill scale from hot rolled black and imparting a clean, rust-resistant surface that is optimised for painting. It uses no acid but just ordinary water and fine steel; it generates with no harmful waste products.

Importance of eco-pickling in the steel industry

01
Lower capital cost and lower operating costs

02
Modest energy consumption

03
Compactness of the EPS equipment

04
Scalability of the process, derived from modular design

05
Cleanliness of the process

06
Recirculation of slurry and extensive reuse of abrasive

07
No embedding of shot or grit into substrate

08
No hazardous materials required or produced

09
Ability to vary the surface roughness of the steel strip

10
Optional ability to improve the shape of the steel strip

11
Optional integration with SCS Brushing Technology

(Sources: Chembondmatech, Citeseerx, Tmwprocessing, Lloydsengg)

Business segment

Our boiler business

2nd
largest segment within the company

39.50
% of order book, FY 24

12.91
% of revenues, FY 24

77.67
% revenues growth, FY 24

Overview

The boiler, a crucial steam generation unit, plays an essential role in process industries like refineries, petrochemicals, fertilisers, chemicals and textiles. Its primary application is in thermal plants for power generation. The boiler represents the heart of the power plant, influencing its efficiency. Given India's rich fossil fuel reserves, the growth potential for this segment appears assured across the foreseeable future.

In India, the government's focus has shifted towards utilising renewable energy sources such as solar, wind, hydro and waste heat recovery for power generation, moving away from traditional fossil fuels.

However, the generation and use of thermal power in the steel industry are likely to sustain, linking the fortunes of the boiler business with domestic steel production. The country's steel product is expected to grow from approximately 150 MTPA to 300 MTPA by 2030, driven by infrastructure sector demand; direct reduced iron (DRI) production is expected to constitute around 35% of this growth, driving the growth of the boiler market.

In India, DRI kiln-based steel production units are dependent on the integration of waste heat recovery boilers and power plants that utilise the waste heat generated from kilns. This scenario presents an opportunity for waste heat recovery boilers and power plants within the steel sector.

Substantial opportunities for boilers could be derived from the growth of the hydrocarbons, refineries, petrochemicals, fertilisers, chemicals, cement and textile industries, widening the market for boiler manufacturers.

Lloyds Engineering enjoys a long-standing reputation for reliability, underpinned by validated capabilities. The company's competitive advantage is reinforced through extensive knowledge, experience, and a proven track record in delivering a diverse range of boilers for prominent companies.

Our competencies

Focus: The business was spun off into a full-fledged vertical, enhancing focus and specialisation.

Competencies: The business possesses a range of competencies (marketing, design, engineering, execution, procurement and multiple sites engagement) that makes it a single-point solution provider.

Investment: The company invested in cutting-edge boiler fabrication equipment (augmented automated 8 torch panel welding line and CNC tube bending machine) that enhanced its capability to address complex orders.

Broadbasing: The company extended its boiler capabilities from a longstanding presence in the hydrocarbons sector to the steel sector (multiple segments within including kilns for DRI plants).

Fabrication: The company possesses validated competencies in the fabrication of large and complex boilers.

Knowledge: The company drawn on the rich experience of its promoters who are engaged in mining and steel manufacturing in another business, widening boiler fabrication opportunities.

Complement: The company possesses a flexibility to insource and outsource, making it an effective one-stop solution provider.

Key aspects, FY24

- The company nearly doubled its order book to Rs.35,724.54 Lakhs by the year end.
- Our product lineup comprised Atmospheric Fluidised Bed Combustion Boilers (AFBC) and Circulating Fluidised Bed Combustion Boilers (CFBC), respected for their energy efficiency.
- CFBC Boilers can efficiently burn Dolochar, a by-product generated from kilns, accounting for approximately 30% of kiln output.
- Significant investments were made in modern infrastructure to address client expectations.
- The company installed an 8-torch panel process welding machine
- The company acquired a CNC tube bending machine and PLC-controlled tube bending machine
- The company established a new fabrication shed (15 meters in height) under the crane hook
- The company modernised existing equipment to improve efficiency and output
- The company enhanced production capacity by over 125% through the strategic acquisition and leasing of manufacturing units.

Outlook

The prospects of the business appear optimistic for various reasons.

The projected growth of the Indian infrastructure sector (following increasing Budget allocations by the government) will warrant increased steelmaking. India has projected an increase in steel manufacturing capacity from 150 mn tonnes to 300 mn tonnes by 2030, widening the market for customised boilers.

There is a growing need for waste heat recovery boilers customised around the need of steel plants, reducing carbon footprint. This is an area that the company possesses a competence in.

There is a growing boiler retrofit market – legacy boilers upgraded without being scrapped - that can be addressed by the company.

In view of these prospects and the company's growing focus on the space, the business seeks to emerge as the top three in India across the foreseeable future.

Our evolving order book for this business segment

5,518.98
Rs. in Lakhs,
as on 31st March, 2022

18,943.93
Rs. in Lakhs,
as on 31st March, 2023

35,724.54
Rs. in Lakhs,
as on 31st March, 2024

The country's steel product is expected to grow from approximately 135 MTPA to 300 MTPA by 2030, driven by infrastructure sector demand; direct reduced iron (DRI) production is expected to constitute around 35% of this growth, driving the growth of the boiler market

What our business head says

"India has committed to become net zero by 2070. During this period, the companies will continue to enhance their thermal power capacity to address growing consumption and base load requirement. This indicates a growing demand for boilers used in the power sector and specialised engineering solution providers possessing this competence. At Lloyds Engineering, we possess decades of related engineering experience; the company is at the right place and right time to capitalise on this growing trend."

Business segment

Our hydrocarbon equipment **business**

3rd
largest segment within the company

10.11
% of order book, FY 24

9.79
% of revenues, FY 24

64.41
% revenues growth, FY 24

Overview

The country's hydrocarbon segment is capital-intensive, providing room for hundreds of specialised vendors across a range of products. Most of the country's refineries and petrochemical complexes are in a state of perpetual capital-intensive modernisation, creating perennial and non-seasonal revenue opportunities.

Hydrocarbons will be required in growing quantities in an increasingly industrialised India.

The promoters of the company have been engaged in this vertical for 50 years, having developed knowledge capital in products, processes and services. The company has been empaneled as a prospective vendor by virtually every large petroleum and petrochemical company. The company has developed a competence in the delivery of products and services that are first-time right, deepening its sectorial respect as a service provider that can be trusted.

Optimism

There is a greater need for enhanced machining manufacturing capabilities, making a competent company like Lloyds Engineering increasingly relevant.

The company will continue to focus on the fabrication of products that are sophisticated and value-added, strengthening margins.

The company invested in manufacturing infrastructure and equipment (tube sheet drilling machine) to enhance capability.

The company invested in talent recruitment, retention and training to widen its portfolio of competencies.

Outlook

Most petroleum and petrochemical companies in India are engaged in modernisation and expansion programs, creating new engagement opportunities for focused service providers like Lloyds Engineering. There is no dearth of opportunities in this sector for focused knowledge-driven engineering companies, creating attractive prospects for Lloyds Engineering.

Our competencies

Knowledge capital: The promoter possesses the rich experience of five decades in this segment, having seen technologies evolve, keeping itself relevant across every phase through a range of projects (more than 100 in number)

Brand: The company possesses a distinctive brand recall of a solution provider, marked by projects delivered on schedule and first time right – a superior cost-value proposition for customers

Competence: The company developed competencies in Process Packages & Static Equipment (pressure vessels, heat exchangers, columns, reactors and other critical equipment and air gas dryers). The Company possesses a competence in executing ODC Columns involving shop fabrication and site joining.

Capability: The company possesses specialised engineering capabilities that enhance its strategic differentiation. For instance, the company possesses a CNC Tubesheet Drilling Machine that can drill upto 1,000 mm thick tubesheet, which facilitates the execution of large and heavy heat exchangers, strengthening its respect beyond the generic.

Relationships: The company possesses active relationships with all Indian hydrocarbon giants, strengthening its credentials to address their new projects

Our evolving order book for this business segment

10,054.63
Rs. in Lakhs,
as on 31st March, 2022

10,327.91
Rs. in Lakhs ,
as on 31st March, 2023

9,140.39
Rs. in Lakhs ,
as on 31st March, 2024

The company has developed a competence in the delivery of products and services that are first-time right, deepening its sectorial respect as a service provider that can be trusted.

What our business head says

"India's economic growth is closely related to its energy demand, therefore, the need for oil and gas is projected to increase. The outlook for the hydrocarbons sector in India continues to be optimistic. Oil demand in India is projected to register a 2x growth to reach 11 million barrels per day by 2045. Diesel demand in India is expected to double to 163 MT by 2029-30, with diesel and gasoline covering 58% of India's oil demand by 2045. The industry is expected to attract USD 25 billion investment in exploration and production. India is already a refining hub with 23 refineries, and expansion is planned for tapping foreign investment in export-oriented infrastructure, including product pipelines and export terminals. India aims to increase its refining capacity from 266.5 MMTPA to 450 MMTPA by 2030. This should widen the demand for engineering services related to the hydrocarbons sector."

Business segment

Our naval equipment business

4th
largest segment within the company

5.92 %
% of our order book, FY 24

1.82
% of revenues, FY 24

22.28 %
% revenues growth, FY 24

Overview

This business comprises products and components manufactured for the Indian navy. This is a specialised space that needs to account for marine realities, customising products around saline influences, corrosion resistance and rolling sea conditions. This warrants a specialised insight into the navy's specific requirements.

The potential of this business is undergoing a substantial shift following the announcement by the Indian navy to supplement and replace its existing fleet seafaring and coastguard fleet.

A substantial number of vessels are expected to be added in the existing fleet in the coming decade, creating a disproportionate opportunity for specialised engineering companies focused on its space.

Lloyds Engineering is attractively placed to build on its established competence in the supply of critical vessels products like electro-hydraulic steering gear and fin stabilisers (vessel stabilisers in rough weather). The company is among a handful of large specialised engineering service providers.

Competencies

Experience: The company possesses more than 35 years of experience of providing products for the Indian Navy

Complement: The company provides products, backed by the delivery of spares and services, transforming a one-off transaction into an annuity engagement

Competence: This segment has a limited share in the company's overall revenue. However, the company aims to generate a large proportion of its revenues from precision value-added products and components

Capability: The company comprises a demonstrated capability in the development of products with counter-obsolescence capability, providing customers overall satisfaction.

Empanelment: The company has been empanelled as a registered vendor with the Indian Navy and shipyards.

Portfolio: The company has widened its portfolio within this space by capitalising on engineering synergies.

Our evolving order book for this business segment

742.77
Rs. in Lakhs,
as on 31st March, 2022

936.15
Rs. in Lakhs,
as on 31st March, 2023

5,352.40
Rs. in Lakhs,
as on 31st March, 2024

8,150.74
Rs. in Lakhs,
Order book in April, 2024

The company is among a handful of large specialised engineering service providers

What our business head says

"We are optimistic of the prospects of the Indian naval sector. To counter the growing presence of the Chinese in the Indian Ocean region, the Indian Navy placed orders for 68 warships and vessels worth approximately Rs.2,00,000 crore to strengthen its blue-water force. The orders include next-generation corvettes, submarines, survey vessels, and multi-purpose vessels. The Navy aims to achieve a force level of 155-160 warships by 2030, with a long-term goal of 175-200 warships by 2035. Lloyds Engineering will select to work on those products, enter into technology alliances (if needed) to indigenise them and carve out a relatively protected share of growing coming out of the sector."

Business segment

Our marine loading arm business

5th
largest segment within the company

0.65
% of revenues, FY 24

0.81
% of order book, FY 24

16.32
% revenue growth, FY 24

Overview

There is a growing Indian premium on the capacity to move to clean fuels, a large proportion of which may need to be imported. The import of these clean fuels warrants material transfers (loading and unloading) through the deployment of electro-hydraulic systems that enhance transfer stability – from tanker or ship to the port and vice versa. These systems ensure that the gas or liquid is transferred without a compromise on throughput speed or safety.

Lloyds Engineering has established a competence in the manufacture of material transfer systems that makes it possible for it's customers to deal in a range of fuels and materials (ammonia, petrochemicals, acids, oils and crude oil). The effectiveness of the company's solutions makes it possible for ports to enhance throughput, revenue and a reputation for safety. In view of this, the success of the company's specialised engineering products are linked to port effectiveness. In view of the aggressive port growth in the country and a movement towards clean fuels, the company is placed in the right place at the right time.

Outlook

The company is optimistic of the growth of this niche. An increase in the number of active ports (major and minor) has increased the room for liquid and gas imports into India. Besides, with the India growth story picking up with a corresponding growth in the national appetite for fuels, there will be a bigger premium on timely imports, widening the relevance of material transfers.

Competencies

Niche: The company has selected to be present in a relatively under-explored niche protected from cut-throat competition

Technology: The company possesses the capability to manufacture swivel joints for small truck/rail loading arms as well as marine loading arms

Technical alliance: The company entered into a technology alliance with TBG Niigata, a Japanese technology company for access to specialised knowhow.

Indigenisation: The company plans to progressively indigenise the components of imported origin (more than 70%).

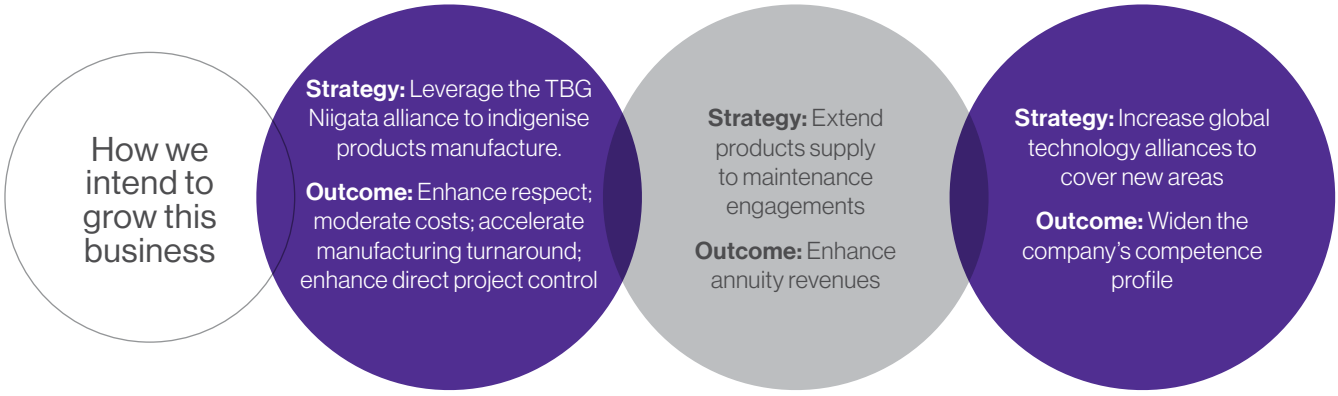
Testing: The company is in the process of manufacturing marine loading / unloading arm with in-house testing capabilities.

TBG Niigata

TB Global Technologies Ltd. (TBG) was established through the merger of Tokyo Boeki Machinery Ltd. that supplies equipment required for loading and unloading of petroleum products, chemicals, gases and liquefied natural gas etc. , including after sales services and Tokyo Boeki Engineering Ltd. that provides the development and manufacturing of the above-mentioned products.

The product portfolio consists of energy-related machinery and equipment, including loading arms and swivel joints, which are fluid handling devices indispensable for the distribution of energy resources.

The company supplies the 'loading arm', which accounts for the largest share of the Japanese market with an extensive track record in global sales, along with other energy related products to their valuable customers. TB Global Technologies will continue to be instrumental in the energy supply chain.



What our business head says

"India is the world's fourth largest importer of liquefied natural gas. This demand is expected to grow 4.9% annually between 2022 and 2050. India's net natural gas imports could grow faster than domestic production, increasing from 3.6 billion cubic feet per day (Bcf/d) in 2022 to 13.7 (Bcf/d) in 2050. This will widen the demand for port infrastructure that makes it possible to transfer gas and liquids with stability and security. Lloyds Engineering expects to capitalise on this phenomenon through the engineering of niche products that facilitate these transfers for the benefit of refineries."

Business segment

Our theme-based construction business

At Lloyds Engineering, we have taken a long-term view of this business, investing infrastructure and knowledge capital. The company possesses a track record of completed projects that are likely to validate its credentials

Overview

There is a growing need for urban India to look better, enhancing life quality for visitors and residents. The need for better urban presentability warrants an investment in robust infrastructure on the one hand, coupled with enhanced aesthetics and conveniences. There is a growing recognition that the complement of these requirements warrants a completely different way of approaching urban regeneration. This differentiated need is likely to be increasingly plugged by the theme-based construction niche.

At Lloyds Engineering, we have taken a long-term view of this business, investing infrastructure and knowledge capital. The company possesses a track record of completed projects that are likely to validate its credentials.

Outlook

The company expects to leverage its competence and first-mover advantage to build a larger visibility for the concept across urban India. The company expects to capitalise on the fact that not only are municipal budgets growing but also accounting for a larger provision for aesthetics. By the virtue of being able to provide a robust infrastructure cum relevant aesthetic solution, the company expects to grow this business with speed.

Competencies

Knowledge: The company possesses technology knowledge and experienced professionals

Association: The company has associated with prominent service providers beyond the core focus, widening it's solution capability

Demonstrated: The company possesses a demonstrated capability in the commissioning and completion of go theme-based construction projects

Acceptance: The delivered project were received well by the customer and public

Balance: The company possesses the competence to fuse different architectural dimensions – technology, art and culture - into a curated end project that enhances citizen pride

Case studies

Spirit of Mumbai clock tower at Mahim Bandra Junction

Mumbai is the largest Indian metropolis.

To celebrate the Spirit of the Mumbaikar and showcase this spirit, there was a growing need for a Spirit of Mumbai Monument.

The company is engaged in development of this tower that has emerged as one of Mumbai's prominent landmarks.

Beautification of Sarkhel Kanoji Angre Samadhi & Udyan

Sarkhel Kanhoji Angre or Sarkhel Angre was the first notable chief of the Maratha Navy in 18th century India. He fought against the British, Dutch, and Portuguese. Despite the attempts of all these foreign powers, he remained undefeated.

This final resting place of Kanhoji Angre is a seemingly dilapidated fort that is still a tourist magnet. It is an eight-faced structure with carvings on pillars.

Built on a black basalt platform, the main chhatri reflects the elegance of the Maratha style architecture.

As a part of the beautification project conducted by the company, the Udyan compound wall shall be built to look like fort walls; the main entry side compound wall and gate have been designed to look like an ancient ship constructed in FRP and structural steel.

Atal Smruti Udyan

The Interior of this unique park is renovated and upgraded with state- of-the- art technology and softwares by the company.

At the entrance of this park is Democracy Hall where the Constitution of India can be seen in a digital form. A hall sheds light on the life of the late Prime Minister Atal Bihari Vajpayee with a full-length oil portrait, realised through projection mapping.

The location comprises details of his life and workplace. A sculpture evokes memories of the Partition of India and mural depicting the first election and Lok Sabha, among other moments from Indian history and the life of Mr. Vajpayee (through the hologram).

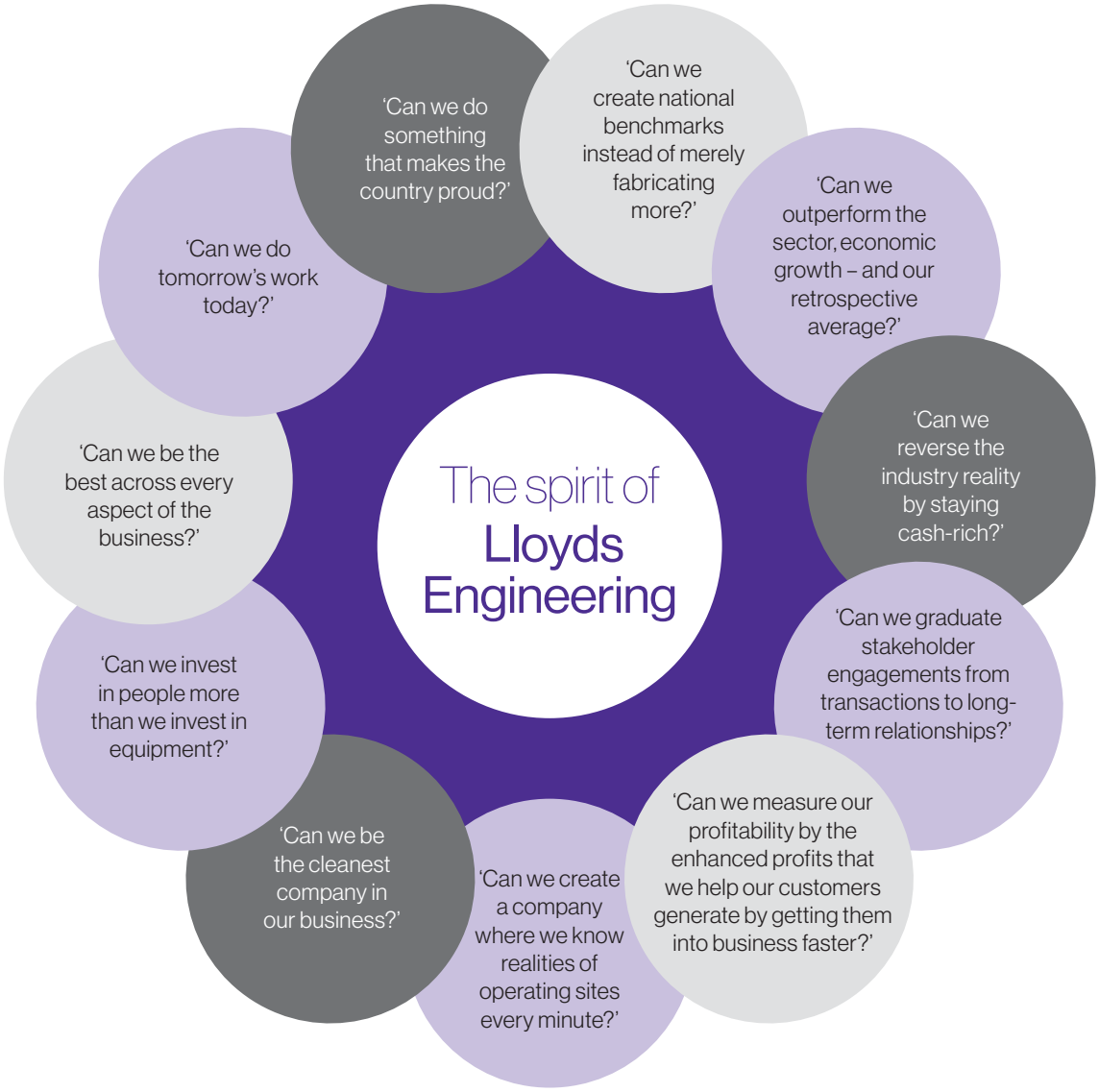
Atal Smriti Udyan also has a well-equipped library. In this library one can enjoy the books written by Hon'ble Atal Bihari Vajpayee along with about 25,000 books on other important subjects.

What our business head says

"There is a growing recognition that the quality of urban infrastructure is a potent feel-good factor. This enhances urban pride, population retention, enhanced investments and stronger livelihoods. The result is that India's Budget 2023-24 allocated Rs.764.32 billion for urban renewal. An Urban Infrastructure Development Fund (UIDF) will be established for supporting public agencies in strengthening infrastructure in tier 2 and tier 3 cities. It is expected that Rs.100 billion per annum will be made available for project implementation. At Lloyds Engineering, we are addressing a unique combination of urban infrastructure engineering services coupled with aesthetic renewal, enhancing citizen pride and footfalls. The company possesses a track record of having successfully transformed urban Mumbai pockets, creating a showcase for follow-on projects across the country."

Excellence driver

Talent management at Lloyds Engineering



Overview

At Lloyds Engineering, we are a reinvented organisation following the new management assuming control in the last few years. The new management has infused a sense of purpose, investment, recruitment, skill renewal and performance delivery. The result is that in the short space of three years, Lloyd's Engineering has emerged as one of the fastest growing engineering companies in India.

The new sense of purpose has translated into accelerated recruitment, filling managerial gaps with corresponding talent and creating a future-facing organisation in line with the company's existing order book, desired direction and aspired scale. The result is that the company is in the process of deepening its desired culture with the objective of emerging as one of India's fastest growing, most respected and differentiated engineering companies.

Our HR policy

The company's overarching policy to maximise talent effectiveness ensures that employees are in roles where they can perform their best, aligning capabilities with strategic organisational needs. This policy includes the following key practices:

Right person, right role: Assign employees to positions that match their skills and strengths, ensuring role suitability.

Talent alignment with strategy: Align talent management practices with the company's strategic objectives, ensuring that the workforce is equipped to meet existing and emerging challenges.

Talent acquisition and retention: Attracting and keeping skilled employees who align with the company's culture and values.

Performance management: Implementing annual systems to evaluate and improve employee performance.

Semi-annual incentives: Providing substantial incentives every six months based on performance evaluations.

Learning & development: Offering continuous learning opportunities and career development programs to help employees grow and adapt.

Employee engagement & satisfaction: Fostering a positive work environment where employees feel valued, motivated, and engaged.

Diversity & inclusion: Promoting a diverse and inclusive workplace where all employees enjoy access to equal opportunities.

Compensation and benefits: Offering competitive compensation packages and benefits to attract and retain top talent.

ESOP: Providing Employee Stock Option Plans to confirmed employees as a retention tool.

Compliance & ethics: Ensuring all HR practices comply with legal standards and ethical guidelines.

Our Human Resources goal

The Human Resources goal of the company is to ensure that the workforce is aligned with the organisation's strategic objectives, creating an environment where employees can excel, grow skills, stay engaged and committed to the company's mission. This comprises the following priorities:

Maximising talent effectiveness: Placing employees in roles aligned with their competencies and supporting the company's goals.

Enhancing employee capabilities: Developing employee skills to address existing and emerging business needs.

Strategic alignment: Ensuring HR practices align with the company's strategy to prepare the workforce for achieving business objectives.

Our Code of Conduct

At Lloyds Engineering, we hold ourselves to high ethical standards outlined in our Code of Conduct. This code serves as a compass, guiding the actions and decisions of all employees, contractors, and business partners. This ensures that the company operates with integrity and respect across every interaction.

HR practices for enhanced our talent effectiveness

To maximise talent effectiveness and align the workforce with the company's strategic objectives, the organisation follows key HR practices:

Strategic workforce planning

- Analyse current and future workforce needs based on business goals.
- Identify skill gaps and develop plans to address them
- Ensure a talent pipeline to address emerging needs

Comprehensive recruitment & selection

- Develop targeted recruitment strategies to attract diverse, high-quality candidates
- Use multiple recruitment channels, including job boards, social/ professional media, and employee referrals
- Conduct thorough selection processes with structured interviews

Effective onboarding programmes

- Implement structured onboarding to acclimate new hires to company culture and operations
- Provide clear job roles, expectations, and initial training for a smooth transition

Performance management system

- Set unambiguous performance goals aligned with the company's objectives
- Conduct semi-annual performance reviews; provide actionable feedback
- Use performance metrics to identify high performers and improvement areas

Semi-annual incentive plans

- Conduct structural reviews with clear job roles/key result areas
- Reward employees based on individual and departmental performance

Employee engagement & retention initiatives

- Engage in organisational assessments like Great Place To Work to gauge pride of employee association with the company and identify improvement areas.
- Offer programs that promote work-life balance (flexible hours and attractive leave policies).
- Organise indoor and outdoor sports championships with rewards; celebrate festivals and special days.

Diversity, equity & inclusion

- Promote a diverse and inclusive workplace through targeted recruitment and development programs.
- Ensure equitable opportunities for all employees.
- Treat everyone as members, not just employees.

Competitive compensation & benefits

- Offer market-competitive salaries and benefits packages.
- Conduct regular compensation reviews to stay competitive.
- Provide performance-based bonuses and incentives.
- Implement a salary structure that is friendly to employees and employers.
- Apply policies according to grade.

Employee relations & communication

- Maintain open and transparent communication between management and staff.
- Address employee concerns and grievances promptly and fairly.
- Keep employees informed about company updates, policies, and changes through regular communications.
- Provide an anonymous suggestion box for employees to freely share their views and suggestions.

Health & well-being programmes

- Implement wellness programs to support physical and mental health.
- Offer attractive rewards for wellness challenges.
- Ensure a safe and healthy work environment.
- Provide Mediclaim and accident insurance.
- Offer life after death benefits.

Legal compliance & ethical practices

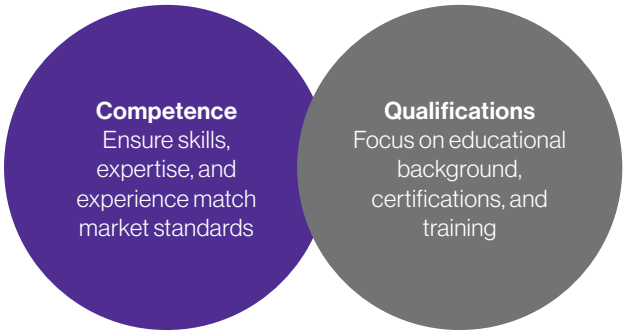
- Ensure HR policies and practices comply with local, state, and federal laws.
- Promote ethical behavior and maintain a code of conduct.
- Implement a POSH (Prevention of Sexual Harassment) policy.

Strengthening employee skills at Lloyds Engineering

To effectively strengthen employee skills, Lloyds Engineering has implemented and is planning various training programs to ensure comprehensive development and continuous learning at all organisational levels. Our key initiatives include the following:

- Extensive onboarding training for new hires to acquaint them with company policies, culture, and specific job roles.
- Wellness training conducted by a renowned dietitian to promote employee well-being.
- Regular on-the-job training with proper mentoring from seniors for new joiners.
- Soft skills development sessions focused on improving communication, presentation skills, and interpersonal interactions.

Strategies and outcomes



Challenges and its mitigation

There is a growing challenge in recruiting suitable candidates with necessary skills or experience

The Company widened its talent search through job portals and professional sites. It leveraged the social media, Group brand and employee testimonials to attract prospective candidates.

Increased competition from other recruiting companies for the same talent, offering higher salaries, benefits and work environments.

The company enhanced its value proposition by offering competitive compensation packages and creating a positive work culture. It encouraged existing employees to refer qualified candidates, offering incentives for successful hires.

Rapidly transforming job market dynamics, including a trend towards increased flexibility in employment arrangements.

The Company offered flexible work arrangements and emphasised work-life balance, and other perks to attract a wider candidate range.

Impact of HR Initiatives on corporate performance

The HR initiatives implemented during the financial year under review significantly contributed to improving Lloyds Engineering's corporate performance in several key areas.

Enhanced employee productivity: The extensive training programs and continuous learning opportunities led to a notable increase in employee skill levels and competencies. This resulted in higher employee productivity. The revamped onboarding process helped new hires become productive quicker, reducing their productivity gestation.

Higher employee engagement & satisfaction: Higher employee engagement and satisfaction were achieved. Feedback from the Great Place To Work survey indicated an increase in employee satisfaction. Initiatives addressing work-life balance, recognition, and development were particularly well-received. With improved engagement and satisfaction, the company experienced a decrease in employee turnover rates.

Retaining top talent helped maintain continuity and reduced the costs associated with hiring and training new employees.

Leadership & succession planning: Leadership development and succession planning were strengthened through targeted programs, ensuring a robust pipeline of capable leaders ready to take on higher responsibilities. This strategic succession planning minimised disruptions during leadership transitions and maintained organisational stability.

Innovation & competitive edge: The emphasis on innovation and creativity encouraged employees to think outside the box and contribute new ideas, helping the company stay competitive and responsive to market changes. This culture of innovation provided Lloyds Engineering with a significant competitive edge.

Operational efficiency & excellence: Operational efficiency and excellence were enhanced through streamlined HR processes. The implementation of new HR systems and technology upgrades led to more efficient HR processes, allowing HR to focus more on strategic initiatives rather than administrative tasks. The new performance management system facilitated more effective goal setting, feedback, and performance tracking, leading to improved overall employee performance and alignment with company objectives.

Diversity, equality & inclusion: The company's commitment to diversity, equity, and inclusion improved its reputation as an employer of choice, attracting top talent.

Financial performance: The financial performance saw a positive impact. Higher productivity, better leadership, and continuous innovation contributed to improved financial performance. Enhanced employee effectiveness translated into better service delivery and product quality, driving customer satisfaction and revenue growth. Additionally, reduced turnover rates and improved operational efficiency resulted in significant cost savings, contributing to the bottom line.

Building a learning organisation

To become a learning organisation, Lloyds Engineering implemented key initiatives that promoted continuous learning, knowledge sharing, and adaptability. These initiatives were designed to embed learning into the everyday practices of Lloyds Engineering. The primary initiatives included:

Comprehensive learning & development programmes: Lloyds Engineering conducted training sessions covering a range of topics relevant to employees' roles and career aspirations.

Encouraging continuous improvement: Lloyds Engineering promoted continuous improvement in day-to-day work through proper mentoring from leaders, encouraging employees to identify and implement incremental changes that enhance efficiency and effectiveness.

Leadership & management development: Lloyds Engineering developed specialised programmes to cultivate leadership skills at all levels, ensuring managers can support and foster a learning environment within their teams.

Feedback & reflective practices: Lloyds Engineering implemented a comprehensive feedback system where employees receive input from peers, subordinates, and supervisors, promoting self-awareness and continuous personal development.

Developing leaders at every level

Lloyds Engineering implemented created leaders at every level. These systems are designed to identify potential leaders, provide them with the necessary skills and opportunities for growth, and foster a culture of continuous leadership development. Key systems and initiatives include:

Performance management with 360-degree feedback: Lloyds Engineering has a comprehensive feedback system that allows employees to receive inputs from peers, subordinates, and supervisors, helping identify leadership potential and improvement areas.

Succession planning: Lloyds Engineering prepares high-potential employees for leadership roles. This includes creating development plans and monitoring progress to ensure preparedness when leadership opportunities arise.

Talent identification: Lloyds Engineering identifies employees with leadership potential early in their careers and enrols them in accelerated development programs focusing on leadership skills and strategic thinking.

Career development: Lloyds Engineering creates career paths that outline the steps and competencies required for employees to advance to leadership positions, providing them with a development roadmap.

Delegation of authority: Lloyds Engineering encourages managers to delegate authority and responsibility to their team members, giving employees opportunities to lead projects, make decisions, and take ownership of their work.

Performance-based incentives: Lloyds links performance incentives to leadership behaviors and achievements, motivating employees to develop and exhibit leadership qualities.

Promoting work-life balance at Lloyds Engineering

Lloyds Engineering implemented various initiatives to promote a balanced lifestyle for its employees, recognising that a healthy work-life balance is essential for overall well-being, productivity, and job satisfaction. Here are some of the key initiatives aimed at helping employees achieve a balanced lifestyle:

Flexible working arrangements: Allowing employees to choose their working hours within a certain range, enabling them to better accommodate personal commitments and preferences.

Health & wellness programmes: Providing access to wellness programs through the IMT Care Insurance Portal, including fitness classes and a Wellness Challenge Program to encourage employees to stay fit and healthy.

Work-life balance policies: Encouraging practices such as avoiding late sitting, offering flexible sandwich leave, allowing up to three late arrivals per month, and permitting early leave on employees' birthdays and once a month for personal errands.

Supportive work environment: Providing indoor games that employees can enjoy during break hours with colleagues, fostering a supportive and relaxed work environment.

Family-friendly benefits: Offering six months of maternity leave and five days of paternity leave, which can be combined with other leaves to support employees' family needs.

Recruitment and retention success

During the last financial year, Lloyds Engineering increased headcount while retaining most of its workforce. The average age of employees remained steady at 36, consistent with the previous year.

The recruitment process at Lloyds is guided by stringent standards, ensuring that we hire the best talent. These standards include:

Educational qualifications and experience: Clear criteria for the qualifications and experience required for different roles.

Skills and competencies: Thorough evaluation of relevant skills and competencies during the hiring process.

Recruitment methods: Comprehensive methods, including interviews and background checks, to ensure we select the most suitable candidates.

Diversity and inclusion: Policies aimed at ensuring a balanced and fair recruitment process, promoting equal opportunities for all.

These metrics define our decisions on workforce planning, retention strategies, and recruitment practices, aligning our human resource strategies with Lloyds Engineering's overall business objectives. Our commitment to equal opportunity recruitment is reflected in our diverse workforce, with active efforts to recruit individuals from various genders, ethnic backgrounds, and nationalities.

This diversity not only enriches our workplace culture but also brings a variety of perspectives and ideas, driving Lloyds' success and innovation. Our policy ensures that recruitment, hiring, and promotion processes are fair and based on merit, providing equal opportunities for all candidates. Currently, 7% of our workforce is women; this percentage is expected to increase.

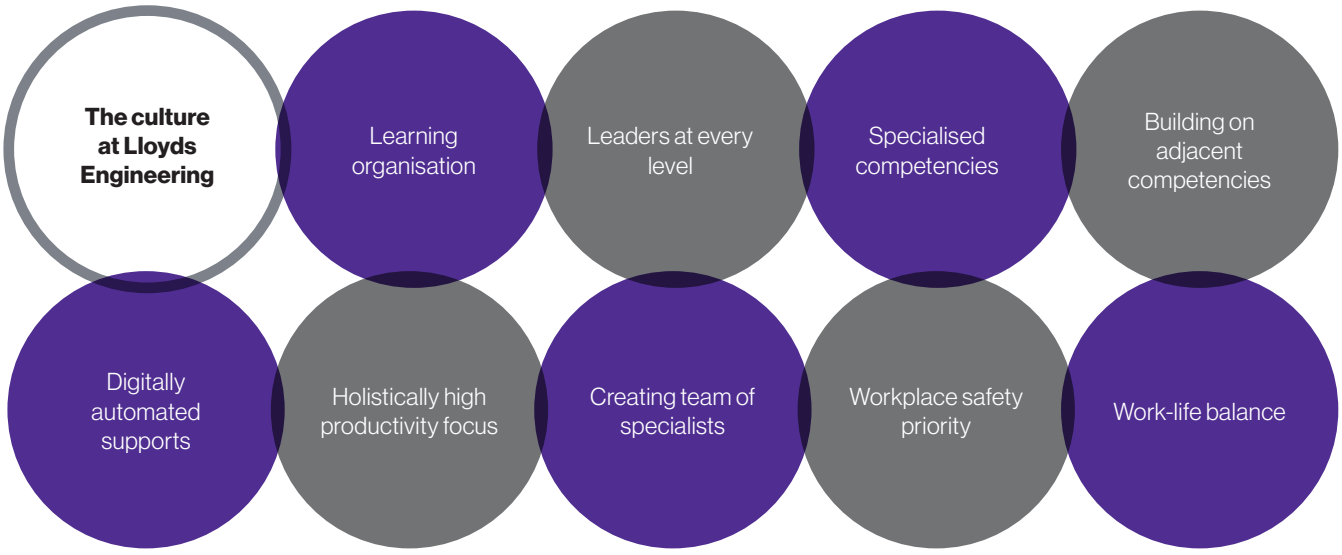
Ensuring workplace safety

Safety policies & procedures: Lloyds Engineering established comprehensive policies outlining safety protocols, emergency procedures, and the responsibilities of both employees and management. Strict enforcement of safety gear usage is maintained within the workshop.

Training programmes: Regular training sessions conducted to ensure all employees are well-informed about safety practices and emergency procedures. Additionally, Lloyds Engineering actively participates in Safety Week Programs to enhance safety awareness.

Workplace inspections & audits: Routine inspections conducted to identify and mitigate potential hazards within the workplace, ensuring a safe environment for all employees.

Incident reporting systems: Lloyds Engineering has clear procedures in place for reporting accidents, near misses, and unsafe conditions, allowing for prompt resolution and continuous improvement in safety standards.



Our investment in talent

Employees by gender (%)

Year	FY22	FY 23	FY24
Male	92	91	93
Female	8	9	7

Employees by age group (%)

Year	FY22	FY 23	FY24
Age group 22-35	45	56	64
Age group 36-45	21	17	18
Age group 46-60	34	27	18

Profile of employees as per education (%)

Year	FY22	FY 23	FY24
Graduates	45	26	26
Masters	8	1	7
Engineers	61	70	73
MBAs	8	7	7
Chartered accountants	1	1	1

Employees by tenure (%)

Year	FY22	FY 23	FY24
More than 5 years (as % of total)	35	41	30

Person-years of organisational experience

Year	FY22	FY 23	FY24
Person-years of experience (In Years)	1,144	1,689	2,328

How our investment in talent is paying off

Revenue per employee

Year	FY22	FY 23	FY24
Revenue / employee (Rs. in Lakhs)	37.39	191.79	265.63

Cash profit per employee

Year	FY22	FY 23	FY24
Cash profit / employee (Rs. in Lakhs)	5.44	24.05	35.70

Notice

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon; and.

2. To declare 20% dividend on Equity Shares for the Financial Year ended 31st March, 2024.

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

SPECIAL BUSINESS:

4. **TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2025.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"RESOLVED FURTHER THAT pursuant to the provisions of 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, Mr. Lakshman Ananthsubramanian (DIN: 08648489) a Non-Executive Independent Director of the Company attained the age of 75 years i.e. on 19th June, 2024, the approval for the same was taken in 29th Annual General Meeting held on 24th July, 2023 till the expiry of his current term i.e. 23rd January, 2025, the consent of Members be and is hereby accorded for approval of term of Directorship of Mr. Lakshman Ananthsubramanian (DIN: 08648489) as a Non-Executive Independent Director of the Company as he attained the age of 75 years i.e., 19th June, 2024, for his second term starting from 24th January, 2025 till 23rd January, 2030, not liable to retire by rotation."

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

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

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

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

"RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them."

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

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Section 188 of Companies Act 2013 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and the Company's policy on Related Party Transactions, and on the basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to continue and/or enter into Contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise with Lloyds Enterprises Limited a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, relating to procurements of steel or any other raw material as may be required in the course of business on such terms and conditions as may be agreed between the Company and LEL, for an aggregate value not exceeding Rs. 100 Crore (Rupees One Hundred Crore only) at any given financial year, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length basis."

"RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them."

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

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

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

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

Date: 2nd May, 2024

Place: Mumbai

Notes:

1. The Annual General Meeting (AGM) will be held on **Friday, 26th July, 2024 at 11:00 a.m. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.

2. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021,Circular No.21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022 ,Circular No. 10/2022 dated 28th December, 2022 and circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars") has permitted to conduct the Annual General Meeting through video conferencing ("VC") or other audiovisual means ("OAVM") upto 30th September, 2024. In compliance with the aforesaid MCA Circulars, the 30th Annual General Meeting ("30th 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 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October, 2023 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for F.Y. 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ /National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories"

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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

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

   The shareholders are requested to update their PAN with the Company / Bigshare (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to address tds@bigshareonline.com by 11:59 p.m. IST on 16th July, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

6. The dividend for the year ended 31st March, 2024 as recommended by the Board and if sanctioned at the Annual General Meeting, will be paid subject to deduction of Tax at Source to those members whose names appear on the Company's Register of Members on **19th July, 2024**. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose. The dividend shall be paid on or before **24th August, 2024**.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

   a. **For shares held in electronic form:** to their Depository Participants (DPs)

   b. **For shares held in physical form:** to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and all relevant SEBI circulars coming in force from time to time. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details

8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

   Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4,

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

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

10. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased Members are also requested to open demat account simultaneously for dematerialising the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.

11. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and 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 abovesaid SEBI Circulars. Those shareholders can get their dividend electronically only after complying with PAN, KYC details updating with the RTA of the Company/ Company

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

- Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email ID investor@bigshareonline.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id investor@bigshareonline.com.

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

14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under **Note No. 31**.

15. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions if any at least 10 days in advance but not later than 19th July, 2024 relating to the business specified in this Notice of AGM on the Email ID **-rahima.shaikh@lloyds.in**

Further, Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to lloydsengg.in between **Wednesday 17th July, 2024 (9:00 A.M. IST) to Friday, 19th July, 2024 (5:00 P.M. IST)**. Only those Members who have preregistered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

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

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

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

20. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 20th July, 2024 to Friday, 26th July, 2024 (both days inclusive)**

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

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

23. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.

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

25. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. **28th June, 2024** will receive Annual Report for the financial year 2023 - 24 through electronic mode only.

26. In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 34 and 36 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 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 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 Companies can send Annual Reports and other communications through electronic mode. Notice of the 30th AGM along with the Annual Report for F.Y. 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Physical copy of the Annual Report shall be sent to those Members who request for the same. The Member who wishes to obtain hard copy of the Annual Report can send a request for the same at email ID – **infoengg@lloyds.in** mentioning Folio No/ DP ID and Client ID.

27. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at **https://www.lloydsengg.in/**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia. com** and **www.nseindia.com** respectively and is also available on the website of e-voting agency CDSL at the website address **https://www.evotingindia.com/**.

28. Information and other instructions relating to e-voting are as under:

a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its member's facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system. **('remote e-voting').**

b. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.

c. The Board of Directors of the Company has appointed Mr. K.C. Nevatia Proprietor of M/s. K. C. Nevatia & Associates, Company Secretaries, (FCS: 3963, CP No.2348) as the Scrutinizer, to scrutinize the e-voting during the 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.

d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **19th July, 2024**.

e. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., **19th July, 2024** only shall be entitled to avail the facility of remote e-voting OR e-voting at the AGM.

f. The Scrutinizer, after scrutinizing e-voting at the AGM and remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.lloydsengg.in**. The results shall simultaneously be communicated to the Stock Exchange.

g. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **26th July, 2024.**

h. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The instructions for shareholders voting electronically are as under:

(1) The voting period begins on **22nd July, 2024 at 9.00 a.m. and ends on 25th July, 2024 at 5.00 p.m**. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(3) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/home/login. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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

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

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

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

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

i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

ii. Click on "**Shareholders**" tab.

iii. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID;

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv. Next enter the Image Verification as displayed and Click on Login.

v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

For Members holding shares in Demat Form and Physical Form	
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for "LLOYDS ENGINEERING WORKS LIMITED" on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xv. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

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

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

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

2. For Demat shareholders, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit

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

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

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

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

i. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.

ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

iii. Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the AGM through VC/OAVM can apply at infoengg@lloyds.in, rahima.shaikh@lloyds.in requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.

iv. Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in Point No. 12 of this Notice.

v. Members who are desirous of attending the AGM may send their request by 19th July, 2024. On successful registration with the company, the invitation to join the AGM will be sent to the Members on their registered email IDs latest by 22nd July, 2024. This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the AGM will be shared on the registered email id of the member only after successful registration with the Company.

vi. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting ID/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

vii. In case of Android/I phone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.

viii. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.

ix. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

x. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.

xi. Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote thereat.

30. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

31. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling AGM has been uploaded on the website of the Company at www.lloyds.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

32. Investor Grievance Redressal: - The Company has designated an e-mail id infoengg@lloyds.in, rahima.shaikh@lloyds.in to enable investors to register their complaints, if any. Also, SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/ CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/ login).

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

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

Name of Director	Mr. Rajashekhar Mallikarjun Alegavi
DIN	03584302
Date of Birth	24-04-1950
Age	74 Years
Date of first appointment on the Board	26.10.2018
Qualifications	B.E. Chemical Engineering
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	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. 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)
Relationship with Key Managerial Personnel	None
Terms and conditions of appointment	Non-Executive Director, Liable to retire by rotation.
Number of Meetings attended in the Financial Year i.e. 2023-24	Out of 13 Meetings held in a year, 12 Meetings were attended.
Date of first appointment in the Board	26th October, 2019 - Additional Director in Non-Executive Capacity October 2018 and 19th August, 2019- Non-Executive Director of the Company.

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

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

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

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

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

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

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

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

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

Date: 2nd May, 2024
Place: Mumbai

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

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

Item No. 4:

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

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

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

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

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

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

Item 5:

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

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

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) 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.

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

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

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

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) being an experienced professional has been valuable to our Company's Board and has advised positively only for the betterment of the Company. Hence, Board of Directors at its meeting held on 2nd May, 2024 has approved continuation of appointment of Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) as a Non-Executive Director of the Company after attaining the age of seventy-five years from 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. 5 of the Notice.

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

Item no. 6:

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

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

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

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

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

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

Item No. 7:

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

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

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

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

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

He has a rich exposure in the areas like Project Monitoring & follow up, Recovery, CDR, Priority Sector Dept, and he also represented as a nominee of IDBI on the Board of the various companies like companies like Balrampur Chini, S. Kumars Nationwide, SJK Steel Co. Ltd (now taken over by Kalyani Group), Kumar Metallurgical, Sanghi Industries Ltd, Ashok Papers, Gayatri Sugars.

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

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

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

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

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

Item No.8:

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

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

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

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

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

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

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

Profile of Mr. Lakshman Ananthsubramanian.

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

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

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

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

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

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

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

Item No. 9:

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

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

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

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

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

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

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

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

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

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

Item No. 10:

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

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

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

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

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

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

Sr. No.	Particulars	Remarks
10.	Percentage of Lloyds Engineering's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	16.5% Approx
11.	Percentage of the counter-party's (i.e. Lloyds Enterprises Limited) annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	10.5% Approx as the consolidated turnover for FY 2023-24 is around Rs. 95,843.74 Lakh
12.	Benefits of the proposed transaction	The Company being an engineering services Company, aims to provide services to the group that may leverages niche skills, capabilities and a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity
13.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally
	Justification for the transaction	Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.
15.	Details of transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
	A. Source of funds	NA
	B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	NA
	C. Terms of the loan, inter-corporate deposits, advances, or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	NA
	4. Any other information that may be relevant	NA

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

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

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

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

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

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

Date: 2nd May, 2024
Place: Mumbai

Directors' Report

Dear members

Your directors are pleased to present the Company's Thirtieth Annual Report and the Company's Audited Financial Statements for the Financial Year Ended 31st March, 2024.

1. CHANGE IN NAME OF THE COMPANY:

The name of the Company was changed from Lloyds Steels Industries Limited to Lloyds Engineering Works Limited by the approval of Registrar of Companies (ROC) / Ministry of Corporate Affairs on 25th July, 2023.

2. FINANCIAL HIGHLIGHTS:

The Company's financial highlights for the year ended 31st March, 2024 is summarized below:

(Rs. in Lakh)

Particulars	Current Year 2023-24	Previous Year 2022-23
Income from Operations	62,423.61	31,260.98
Other Income	744	579.63
Total Income	**63,167.61**	**31,840.61**
Profit before Interest, Depreciation & Tax	10,843.69	5,804.37
Less: Finance Cost	416.94	394.16
Depreciation	404.56	238.26
Exceptional Item	--	250.00
Profit/(Loss) before tax	10,022.19	4,921.95
Less: Tax Expenses (Net)	2038.36	1,239.64
Profit/(Loss) for the Year	**7,983.83**	**3,682.31**
Other Comprehensive Income (Net)	29.17	32.07
Total Comprehensive Income	**8,013.54**	**3,714.38**

3. PERFORMANCE 2023-24:

During the year under review the Company achieved a revenue growth of by approx. 100% in comparison to last F.Y. i.e., from Rs. 312.61 Crore of Last F.Y. to Rs. 624.24 Crore of Current F.Y., EBITDA growth by approx. 87% in comparison to last F.Y. i.e. from Rs. 14.46 Crore of Last F.Y. to Rs. 58.04 Crore of current F.Y. which is more than the total revenue of last F.Y. which was Rs. 108.44 Crore, PBT growth by approx. 104% i.e. from Rs. 49.22 Crore of last F.Y. to Current F.Y. Rs. 100.22 Crore.

For more details on the Standalone performance, please refer to Management Discussion & Analysis.

4. CHANGE IN PROMOTERS:

During the year under review M/s. Shree Global Tradefin Limited, the name of one of the significant Promoters of the company was changed to Lloyds Enterprises Limited on 6th September, 2023 (Approval received by the Registrar of Companies (ROC) / Ministry of Corporate Affairs)

The Equity Shares of one of the Promoters named Ragini Trading & Investments Limited (whereby, Ragini Trading & Investments Limited was merged with Lloyds Enterprise Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court of Bombay vide their order dated 9th March, 2012). Also the shares of Mukesh R. Gupta, Renu R. Gupta, Abha M. Gupta , Late Chitralekha R. Gupta , Rajesh R. Gupta (Promoters of the Company) which were pledged before, was released on 28th December, 2023 resulting into release of pledged Shares as under :

Name of the Promoter	Number of Shares
Ragini Trading & Investments Limited merged with Lloyds Enterprises Limited (formerly known as Shree Global Tradefin Limited)	96,86,386
Mukesh R Gupta	7,095
Renu R Gupta	68,680
Abha M Gupta	7,514
Late Chitralekha R Gupta	22,172
Rajesh R Gupta	61,438

The pledge on all the above Equity Shares including the ones held in the name of Late Chitralekha R. Gupta and Ragini Trading & Investments Limited (merged with Lloyds Enterprises Limited) have been released and 96,86,386 Equity Shares of the Company held by Ragini Trading & Investments Limited was transferred to Lloyds Enterprises Limited post release of shares and 22,172 Equity Shares of the Company held in the name of Late Chitralekha R. Gupta was transmitted in the name of Rajesh R Gupta on 7th February, 2024.

5. FUTURE OUTLOOK:

With a promising base of the order book to begin FY25, the roadmap is quite steady to deliver higher growth in the coming years. The company plans to further growth systematically to build over the larger base. The company aims to grow the order book from hereon, considering the growth visible in the CAPEX cycle across Industries. The company has already begun enhancing its capacities to of its existing capacities. Along with fresh capacities, the company is also modernising & overhauling the asset base. These efforts will provide sufficient headroom for growth in the coming years.

The company's order book is well diversified across all sectors giving the advantage of being balanced and widespread across various industries. Besides being diversified, the offerings are customised according to clientele needs. Given the current improvement in the Defence sectors, the company is also eyeing orders from them which is expected to bring in better returns. The company's endeavour remains to supply customised engineering solutions to customers in a most time-bound and cost-efficient manner.

Moreover, the Balance sheet strength of being Net Debt Free will further strengthen the quality of growth. Further, the Company focuses on building a strong reputation as a responsible corporate citizen and a track record of delivering longer-term stakeholder value. It can significantly enhance the

company's brand value, which is a quantifiable measure of its social and relationship capital with stakeholders.

The Company has entered into an Agreement with The **Material Works Limited (TMW) USA** for Design, manufacture and supply of EPS Gen 4 cells exclusively in India and Bangladesh and to any other countries as mutually decided by the parties. The Company has also entered into an agreement with TB Global Technologies Ltd (hereinafter referred as 'TBG'), of Japan and having its registered office at Kyobashi, Chuo- ku. Tokyo. Japan for promotion, manufacturing, sales, installation and maintenance of the products and services agreed to be introduced / sold under the mutually agreed brand name "LLOYDS TB-NIIGATA". Hence, the latest technological tie-ups are further aiding the company in building a solid engineering product and solutions portfolio i.e.

i) Memorandum of Understanding (MOU) with The Material Works, Ltd. (TMW) for the transfer of cutting-edge and environmentally friendly technology, Eco Pickled Surface (EPS Gen 4), for pickling of all qualities of steel, including stainless steel.

ii) Entered into a definitive agreement with TB Global Technologies Ltd (TBG), a prominent Japanese company formed through the merger of Tokyo Boeki Machinery Ltd and Tokyo Boeki Engineering Limited.

Our strategic technological tie-ups are pivotal in augmenting our engineering product and solutions portfolio, opening doors to new opportunities in sunrise sectors. We are poised for even greater success, with a robust outlook and a strong foundation. Our strategy of focusing on customized orders ensures not only customer satisfaction but also sustains robust margins, setting us apart in the industry.

Also, the Company has secured fresh orders from Navy worth Rs. 81 Crore in the Current Financial Year i.e. 2024-25, reflecting positive momentum in the Defence sector and signifies our positive trajectory in the Defence sector, further strengthening our market position.

The significant expansion of our order book to Rs. 904.32 Crore, a growth of 32.42% YoY, underscores the trust and confidence our clients place in us. Notably, our Order book is well-balanced across sectors, with the Marine and Navy segments showing encouraging signs of growth to come ahead.

We extend our heartfelt gratitude to our dedicated team, loyal customers, and supportive stakeholders whose contributions have been instrumental in our journey. As we look ahead, we remain committed to delivering value, driving innovation, and seizing opportunities for growth.

6. TRANSFER TO RESERVE:

The Board of the Company do not propose to transfer any amount to any reserve.

7. DIVIDEND:

Based on the Company's performance, the Board of Directors in their meeting held on 2nd May, 2024 recommends for approval of members a final dividend of Rs. 0.20 per equity share (i.e. 20%) of the face value of Rs. 1/- each for the Financial Year ended 31st March, 2024. The final dividend on equity shares, if approved by the members, shall be subject to deduction of income tax at source.

The dividend payout has been determined in accordance with the Dividend Distribution Policy of the Company.

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), the Company had adopted the Dividend Distribution Policy which is available on the Company's website at: https://www.lloydsengg.in/wp-content/uploads/2022/05/Dividend-Distribution-Policy.pdf.

8. SHARE CAPITAL:

During the financial year 2023-24 the following are some of the Changes which happened and resulted into increase of Share capital. The paid-up Equity Share Capital of the Company as on 31st March, 2024 stood at Rs. 1,14,23,62,992

❖ ***Convertible Warrants:***

16,50,00,000 Convertible warrants were issued and allotted in the Board Meeting held on 22nd November, 2021 with prior approval of Shareholders in the Extra Ordinary General Meeting held on 12th November, 2021.

1) Out of 16,50,00,000 Convertible Warrants, 9,00,00,000 (Nine Crore only) warrants were converted into Equity shares by the Board of Directors in their meeting held on 19th May, 2022 by way of allotment of 9,00,00,000 Equity Shares of Re. 1 each at an issue price of Rs. 3.86 each (including a premium of Rs. 2.86 each). Further, 25% of allotment money was received before issuance of Convertible warrants i.e. Financial Year 2021-22 & 75% of allotment money was received before allotment of Equity Shares in Financial Year 2022-23.

2) During the year, the remaining 7,50,00,000 Convertible warrants were converted into Equity shares by the Board of Directors in their meeting held on 10th May, 2023 by way of allotment of 7,50,00,000 Equity shares of Re. 1 each at an issued price of Rs. 3.86 each (including a premium of Rs. 2.86 each) to the warrant holders – Lloyds Metals and Minerals LLP and Aeon Trading LLP (promoters of the Company). However, 25% of allotment money was received before issuance of convertible warrants in Financial Year, 2021-22 and 75% of allotment money was received before allotment of Equity Shares in this Financial Year 2023-24.

In view of the above, the Equity share of the Company was increased from 98,86,98,382 to 1,06,36,98,382 divided into 1,06,36,98,382 into Equity shares of Re. 1 each on 10th May, 2023.

❖ ***Optionally Fully Convertible Debentures (OFCDs):***

1,51,80,000 12% of OFCDs were issued in the Board Meeting held on 27th January, 2022 with prior approval of Shareholders in the Extra Ordinary General Meeting held on 24th January, 2022.

During the year, the aforementioned OFCD were converted into fully paid-up Equity Shares in the Board Meeting held on 1st July, 2023 by way of allotment of Equity shares of Re. 1 each at an issue price of 13.65 each (including a premium of Rs. 12.65 each) to the non-promoters allottees who has exercised the option of conversion of OFCDs. However, the allotment money was received by the Company before issuance of OFCDs to the allotees.

In view of the above, the Paid-up Share Capital of the Company was increased from 1,06,36,98,382 Equity shares to 1,07,88,78,382 divided into 1,07,88,78,382 Equity shares of Re. 1 each on 1st July, 2023.

❖ ***1st Allotment of Employee Stock Option Plan (ESOP):***

During the year, the Company has allotted 20,000 Equity shares at a price of Rs. 7.5 each (including a premium of Rs. 6.5 each) by the approval of Nomination and Remuneration Committee (NRC) on 20th October, 2023 as first vesting of ESOP. The NRC has approved the grant of 1,00,61,000 in the meeting held on 27th October, 2022 with prior approval of Shareholders in the Extra Ordinary General Meeting held on 24th January, 2022. Further, the vesting schedule of ESOP was decided in the NRC Meeting held on 27th October, 2022.

In view of the above, Paid-up Share Capital of the Company was increased from 1,07,88,78,382 Equity shares to 1,07,88,98,382 divided into 1,07,88,98,382 Equity shares of Re. 1 each on 20th October, 2023.

❖ ***Rights Issue of Shares:***

During the Financial year 2023-24, Company has allotted on 6,34,64,610 Equity shares by the approval of Board of Directors in their meeting held on 18th January, 2024 at a face value of Re. 1/- each at an issue price of Rs. 15.50 per Equity Share (including Rs. 14.50 premium) aggregating to Rs. 9,837.01 Lakh, to all the Eligible Equity Shareholders in the ratio of 1 Rights Share for every 17 fully paid-up Equity Shares held by the eligible Equity Shareholders of the Company and the issue was fully subscribed.

In view of the above, Paid-up Share Capital of the Company was increased from 1,07,88,98,382 to 1,14,23,62,992 divided into 1,14,23,62,992 Equity Shares of Re. 1/- each on 18th January, 2024.

❖ ***2nd Allotment of Employee Stock Option Plan (ESOP):***

During the year, the Company has allotted 22,66,500 Equity shares at a face value of Re. 1 each at an issue price of Rs. 7.5 each (including a premium of Rs. 6.5 each) by the approval of Nomination and Remuneration Committee (NRC) on 6th March, 2024 for second vesting under ESOP. The NRC has approved the grant of 1,00,61,000 in the meeting held on 27th October, 2022 with prior approval of Shareholders in the Extra Ordinary General Meeting held on 24th January, 2022. Further, the vesting schedule of ESOP was decided in the NRC Meeting held on 27th October, 2022.

In view of the above, Paid-up Share Capital of the Company was increased from 1,14,23,62,992 to 1,14,46,29,492 divided into 1,14,46,29,492 Equity Shares of Re. 1/- each on 6th March, 2024.

9. CHANGE IN THE NATURE OF BUSINESS ACTIVITIES:

During the year under review, the Company has changed the clause 2 of the main clause of the MOA by passing the Special Resolution in the Annual General Meeting held on 24th July, 2023 which came in to effect from 7th September, 2023 diversifying into areas which would be profitable for the Company as part of diversification Plans . Previously the Company was operating under Engineering business and now proposing to excel into civil engineering activities too which will enable the company to enlarge the area of operations and carry on its business economically and efficiently.

10. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Annual Report as 'Annexure B'.

11. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As mandated by the Securities and Exchange Board of India (SEBI), the Business Responsibility Report of the Company for the year ended 31st March, 2024 is annexed as **'Annexure C'** and forms an integral part of this Report.

12. SUBSIDIARY & CONSOLIDATED FINANCIAL STATEMENTS:

During the year, the company had invested in 10,00,00,000 equity shares of Re.1 each in Lloyds Infrastructure and Construction Limited (herein after referred as "LICL") The referred investment represented a substantial holding of 50% in LICL, thereby, establishing it as an associate entity within the corporate framework.

In the fourth quarter of F.Y. 2023-24, there was an increase in both the authorized share capital and the issued capital of LICL. As a result, the stake of the company in LICL decreased from 50% to 25%. Subsequently, in the same quarter, the company partly sold the Investments held in LICL, due to which the shareholding in LICL further reduced from 25% to 12.25%. This resulted in cessation of LICL as an associate of the company and does not exercise control over this stake as at 31st March, 2024.

13. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

14. PUBLIC DEPOSIT.

Your Company has neither invited nor accepted public deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

15. EMPLOYEE STOCK OPTION SCHEME/PLAN

The Company with the motive of appreciating employees hard work and providing them the ownership interest in the Company decided to came up with the ESOP. The Members of the Company at the Extraordinary General Meeting held on 24th January, 2022 approved the Lloyds Steels Industries Limited Employee Stock Option Plan – 2021("LLOYDS STEELS ESOP -2021") for issue of Employee Stock Options to such eligible employees (as defined in the Scheme), of any present and future Group companies including Subsidiary(ies), Associate company(ies) and the Holding company ('Eligible Employees'), selected on the basis of criteria decided by the Board or a Committee thereof. The scheme has been implemented via Trust Route wherein the Company will issue and allot such number of Equity Shares of Re. 1/- (Rupee One Only) each not exceeding 4,40,00,000 (Four Crore Forty Lakh) equity shares, representing in the aggregate 4.90 % of the paid-up share capital of the Company (as on the date of this resolution) as to trust and the trust will transfer the shares to the Employees who successfully exercised their vested options.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors of your Company is entrusted with the responsibility of administering the plan and During the Financial Year 2022-2023 on 27th October, 2022 the Committee has considered and granted 1,00,61,000 options to the eligible employees under Lloyds Steels Industries Limited Employees Stock Option Plan -2021 (ESOP Scheme 2021) at an exercise Price of Rs. 7.50 per option which was approved by the members of the Company at the EOGM held on 24th January, 2022 having different vesting Schedules as per the ESOP Scheme 2021).

Vesting / Allotment of Shares under ESOP:

As per the 1st Vesting Schedule the vesting of the Shares to be done before 27th October, 2023 and on the same path the Company has allotted 20,000 Equity Shares at an offer Price of Rs. 7.50 each on 20th October, 2023 to the Eligible Employee.

The 2nd vesting of ESOP which was required to be done before 31st March, 2024 was completed on 6th March, 2024 after the required approval of Nomination and Remuneration Committee the Company has 22,66,500 Equity Shares of Re.1 /- at a premium of (Rs.6.50 each) to the Eligible Employees.

The above Scheme/Plan is in line with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB &

SE Regulations"). The Company has obtained certificates from the Auditors of the Company stating that the Schemes have been implemented in accordance with the SBEB & SE Regulations and the resolutions passed by the members. The certificates are available for inspection by members in electronic mode at https://www. lloydsengg.in/wp-content/uploads/2022/07/Regulation13-SEBI-SBEB-SE-Regulations-2021.pdf and https:// www.lloydsengg.in/wp-content/uploads/2022/07/Regulation-14-SEBISBEB-SE-Regulations-2021.pdf.

Issue of fresh grants of ESOP:

During the year, the Nomination & Remuneration Committee at their meeting held on 27th April, 2024 had approved the grant 32,52,200 Employee Stock Options to the Employees of the Company under 'Lloyds Steels Industries Limited Employee Stock Option Plan – 2021', at an Exercise Price Rs. 9.50/- per option which was approved by the Shareholders of the Company in the Extra Ordinary General Meeting held on 24th January, 2022 and the Company has obtained the In-Principle Approval from Stock Exchanges.

Further, pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in the case of every company which has passed a resolution for the scheme (s) under these regulations, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the resolution of the company in the general meeting. The Certificate from the secretarial auditors of the company has been attached in **Annexure I**

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL.

During the year under review there are following changes in the Board of Directors and Company Secretary and Compliance Officer of the Company.

Mr. Satyendra Narain Singh (DIN:00398484)

Mr. Satyendra Narain Singh, an Independent Director of the Company has resigned from the post of Independent Directorship of the Company from the closure of business hours of 18th April, 2023. The board, in the meeting held on 27th April, 2023 noted the resignation and recorded the appreciation for assistance and guidance provided by Mr. Satyendra Narain Singh during his tenure.

Mr. Rajashekhar Mallikarjun Alegavi (DIN:03584302)

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajashekhar Mallikarjun Alegavi, Non-Executive director of the Company, retired by rotation at the ensuring Annual General Meeting and offered himself for reappointment.

Further, in accordance with the provision of SEBI (LODR) Regulations, 2015, approval of members has been accorded for continuation of his term as a non-executive director of the Company after attaining age of 75 years in the ensuing 30th Annual General Meeting under Regulation 17(A) of SEBI(LODR), 2015.

Mr. Lakshman Ananthsubramanian (DIN: 08648489)

Mr. Lakshman Ananthsubramanian (DIN: 08648489) who had been appointed as an Independent Director of the Company for a period of five years with effect from 24th January, 2020 to 23rd January, 2025, by the shareholders at the 26th Annual General Meeting ('AGM'), in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company in the 30th Annual General Meeting for a second term of five consecutive years who has attained the age of 75 years on 19th June, 2024, with effect from 24th January, 2025 till 23rd January, 2030, not liable to retire by rotation."

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members has been accorded in the 30th Annual General Meeting of the Company Mr. Lakshman Ananthsubramanian (DIN: 08648489) as a Non-Executive Independent Director of the Company as he attained the age of 75 years i.e., 19th June, 2024, for his second term starting from 24th January, 2025 till 23rd January, 2030, not liable to retire by rotation.

Mr. Shreekrishna Mukesh Gupta: (DIN : 06726742):

Mr. Shreekrishna Mukesh Gupta was appointed as an Additional Director in Executive Category of the Company and thereafter as a Whole Time Director of the Company on 6th March, 2024. The approval of Members has been taken via postal ballot on 28th May, 2024 for his appointment as a Whole Time Director of the Company starting from 6th March, 2024 till 28th September, 2028 and also for his remuneration.

Mr. Devidas Kashinath Kambale (DIN: 00020656):

Mr. Devidas Kashinath Kambale was appointed as an Additional Director in Non-Executive Independent Category on 6th March, 2024 and his appointment was regularized by the Members via postal ballot dated 28th May, 2024 as an Independent Director of the Company and his tenure starting from 6th March, 2024 till 28th September, 2028.

Company Secretary and Compliance Officer:

a) Resignation of Mrs. Meenakshi Ankit Pansari (ACS: 53927) from the office of Company Secretary and Compliance Officer:

Mrs. Meenakshi Ankit Pansari (ACS: 53927) resigned from the Office of Company Secretary and Compliance Officer from the closure of business of 10th August, 2023 vide her resignation letter dated 7th August, 2023 thanking the Board and Management for discharging her duties. The Board of Directors took a note of her resignation in the Meeting held on 7th August, 2023.

b) Appointment of Ms. Rahima Shabbir Shaikh (ACS: 63449) as Company Secretary and Compliance Officer:

Ms. Rahima Shabbir Shaikh was appointed as a Company Secretary and Compliance Officer of the Company from 11th August, 2023 by the Board of Directors in their Meeting held on 7th August, 2023. She possesses all the requisite qualifications required for the office of Company Secretary and Compliance Officer.

Statement of Board of Directors:

The Board of Directors of the Company are of the opinion that the Independent Directors of the Company reappointed during the year possesses integrity, relevant expertise and experience (including the proficiency) required to best serve the interest of the Company.

Proficiency means proficiency of the Independent Director as ascertained from the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs.

17. DETAILS OF COMPANIES WHO CEASES TO BE SUBSIDIARIES / ASSOCIATES / JOINT VENTURE OF THE COMPANY:

During the year, the company had invested in 10,00,00,000 equity shares of Re.1 each in Lloyds Infrastructure and Construction Limited (herein after referred as "LICL") The referred investment represented a substantial holding of 50% in LICL, thereby, establishing it as an associate entity within the corporate framework.

In the fourth quarter of F.Y. 2023-24, there was an increase in both the authorized share capital and the issued capital of LICL. As a result, the stake of the company in LICL decreased from 50% to 25%. Subsequently, in the same quarter, the company partly sold the Investments held in LICL, due to which the shareholding in LICL further reduced from 25% to 12.25%. This resulted in cessation of LICL as an associate of the company and does not exercise control over this stake as at 31st March, 2024.

18. DISCLOSURE RELATED TO BOARD AND CORPORATE GOVERNANCE:

a. Number of Meetings of the Board: Total 13(Thirteen) Board Meetings were held during the financial year 2023-24 as required u/s 134 (3) (b) of the Companies Act, 2013 the details of which are as under:

Date of Board meetings	Purpose
27th April, 2023	Financial Results & General Purpose
10th May, 2023	Conversion of Convertible Warrants
14th June, 2023	Issuance of Right Issue of Shares
1st July, 2023	Conversion of Optionally Fully Convertible Debentures
7th August, 2023	Financial Results & General Purpose
11th August, 2023	Approval of Draft Letter of offer for Rights Issue of Shares
29th August, 2023	General Purpose
20th Octobe,r 2023	Financial Results, Employees Stock Option Plan and General Purpose
9th December, 2023	Approved of Letter of offer and terms of Rights Issue
18th January, 2024	Approved the Allotment of Right Issue
23rd Januar,y 2024	Financial Results & General Purpose
6th March, 2024	Employees Stock Option Plan and Employee Stock Option Plan
28th March, 2024	Transfer of Shares from LEWL to LEL and Mahaprabhu ventures Private Limited.

In respect of such meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No circular resolutions were passed by the Company during the financial year under review.

b. Committees of the Board: The detailed information with regard to the composition of Board and its Committee(s) and their respective meetings etc. are stated in the Corporate Governance Report of the Company which forms part of this Annual Report.

c. Corporate Governance: The Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with. As per Regulation 34(3) Read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance, together with a certificate from the Company's Statutory Auditors, forms part of this Report as 'Annexure A'.

d. **Performance Evaluation of the Board and its Committee(s):** The Board has carried out an annual performance evaluation of its own performance and that of its committees and individual directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

e. **Meeting of the Independent Directors:** During the year under review, the Independent Directors met on 23rd January, 2024 inter alia, to:

   i) Review the performance of Non-Independent Directors and the Board of Directors as a whole;

   ii) Review the performance of the Managing Director of the Company taking into account the views of the Directors;

   iii) Assess the quality, content and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

   All the Independent Directors were present at this meeting. The observations made by the Independent Directors have been adopted and implemented.

f. **Declaration by Independent Directors:** All Independent Directors have given declarations under section 149 (7) that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

g. **Familiarization Programme for Independent Directors:** The Company has formulated a Programme for Familiarization of Independent Directors with regard to their roles, rights, responsibilities, nature of the industry in which the Company operates, the business model of the Company etc. The details of the Familiarization Programmes as conducted by the Company during the last financial are available on the website of the Company (www.lloydsengg.in). However, during the year under review, there was no change in the nature of business of the company and its business vertical/structure/operational strategy, etc., which would have necessitated fresh Familiarization Programme for Independent Directors.

19. DIRECTORS' RESPONSIBILITY STATEMENT.

Pursuant to Section 134(5) of the Companies Act 2013, your Directors state that:

1. in the preparation of the annual accounts for the year ended 31st March, 2024, the applicable accounting standards have been followed and there are no material departures from the same;

2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the profit of the Company for the year ended on that date;

3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. the Directors have prepared the annual accounts on a 'going concern' basis;

5. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and;

6. the Directors have devised proper systems and controls to ensure compliance with the provisions of all applicable laws and that such systems and controls are adequate and operating effectively.

20. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, which is required to be given pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Account) Rules, 2014 is annexed hereto marked as 'Annexure D' and forms part of this report.

21. ANNUAL RETURN:

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company **www.lloydsengg.in**

22. VARIOUS POLICIES OF THE COMPANY.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 the Company has formulated, implemented and amended (as per the Companies (amendments) Act, 2017, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019) and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, Company has formulated various policies and the Amended copy of all such Policies are available on Company's website **(www.lloydsengg.in)** under the Corporate Policies sub-caption of the Investor Caption. The policies are reviewed periodically by the Board and updated based on need and requirements.

Name of the Policy	Brief Description
Whistle Blower or Vigil Mechanism Policy	The policy is meant for directors, employees and stakeholders of the Company to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics amongst others.
Policy for Related Party Transactions	The policy regulates all transactions taking place between the Company and its related parties in accordance with the applicable provisions.
Policy for preservation of documents	The policy deals with the retention of corporate records of the Company.
Policy for determination of materiality of events	This policy applies for determining and disclosing material events taking place in the Company.
Code of conduct for Director(s) and Senior Management Personnel	The Policy is aimed to formulate a Code of Conduct for the Directors and Senior Management Personnel to establish highest standard of their ethical, moral and legal conduct in the business affairs of the Company.
Nomination and Remuneration Policy	The policy formulates the criteria for determining qualifications / competencies / positive attributes and independence related to the appointment, removal and remuneration of a Director (Executive / Non-Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other employees covered under the prescribed criteria, if any.
Code of Conduct for Prohibition of Insider Trading	The Policy provides framework for dealing with the securities of the Company in mandated manner.
Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI")	The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("PIT Amendment Regulations") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries, and results of such inquiries. In pursuant to this regulation, the Company has adopted the Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI").
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was revised pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 to include therein the policy for determination of "Legitimate purposes for sharing UPSI"
Criteria for making payments to Non-Executive Directors	The Board has formulated a policy of criteria for making payments to Non-Executive Directors in compliance with provisions of Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015
Risk Management Policy	The Risk Management policy is formulated and implemented by the Company in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy helps to identify the various elements of risks faced by the Company, which in the opinion of the Board threatens the existence of the Company.
Dividend Distribution Policy	The dividend distribution policy is formulated and implemented by the Company in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Corporate Social Responsibility Policy	The Corporate Social Responsibility Policy is formulated and implemented by the Company in compliance with the Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rule, 2014.

23. AUDITORS:

The matters related to Auditors and their Reports are as under:

(A) Statutory Auditor: M/s. S Y Lodha and Associates, Chartered Accountants (ICAI Firm Registration No. 136002W) are the Statutory Auditors of the Company for first term of five (5) consecutive years from the conclusion of the 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2027.

(B) Audit Report: During the year 2023 - 24, no frauds have either occurred or noticed and/or reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time).

The observations, if any, made by the Statutory Auditors in their Audit Report read with the relevant notes thereof as stated in the Notes to the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 are self-explanatory and being devoid of any reservation(s), qualification(s) or adverse remark(s) etc.; and do not call for any further information(s)/ explanation(s) or comments from the Board under Section 134(3)(f)(i) of the Companies Act, 2013.

During the year under review, the Auditors have not reported any matter under Section 143 (12) of the Act and therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

(C) Secretarial Auditor: Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Board has Appointed Mr. Mitesh J Shah Associates, Practicing Company Secretary firm headed by proprietor Mr. Mitesh J. Shah, having Membership No. 10070 and Certificate of Practice No. 12891, as the Secretarial Auditor of your Company to conduct Secretarial Audit for the financial year 2024-25.

(D) Secretarial Audit Report: Secretarial Audit Report as issued by the Secretarial Auditor, in Form No. MR-3 for the financial year 2023 – 24 duly issued by Secretarial auditors of financial year 2023- 24 i.e. Mr. Mitesh J Shah Associates, Practicing Company Secretary firm, is annexed herewith vide 'Annexure E' and forms integral part of this Annual Report. The said Secretarial Audit Report being devoid of any reservation(s), adverse remark(s) and qualification(s) etc. do not call for any further explanation(s)/ information or comment(s) from the Board under Section 134(3) (f)(ii) of the Companies Act, 2013.

(E) Cost Auditor: In terms of Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the re-appointment of M/s. Manisha & Associates as the cost auditors of the Company for the Financial year 2024 -25 M/s. Manisha & Associates have confirmed that they are free from disqualification specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Act and that the appointment meets the requirements of the Act. They have further confirmed their independent status and an arm's length relationship with the Company.

The remuneration payable to the Cost Auditors is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution seeking Members' ratification for the remuneration payable to M/s. Manisha & Associates., forms part of the Notice of the 30th AGM forming part of this Integrated Annual Report.

(F) Cost Audit Report: The Company has maintained such accounts and records as per the aforesaid provisions and further the filling of Cost Audit Report for the financial year ended 31st March, 2024 with the Ministry of Corporate Affairs in XBRL Mode shall take place within the time limit prescribed under the Companies Act, 2013.

(G) Reporting of Fraud During the year under review: The Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

24. PERSONNEL/PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed hereto marked as 'Annexure F' and forms part of this report

25. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED:

The particulars of loans and advances given by the Company during the financial year 2023-24 are stated in Notes to the Audited Financial Statements of the Company as annexed to this Annual Report.

26. PARTICULARS OF CONTRACT(S)/ TRANSACTION(S)/ ARRANGEMENT(S) WITH RELATED PARTIES:

All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Act and Rules made thereunder read with Regulation 23 of the SEBI LODR, your Company had obtained approval of the Audit Committee under specific agenda items for entering into such transactions.

Particulars of contracts or arrangements entered into by your Company with the related parties referred to in Section 188(1) of the Act, in prescribed form AOC-2, is annexed herewith as 'Annexure G' to this Report.

Your directors draw attention of the members to notes to the financial statements which inter-alia set out related party disclosures. The Policy on materiality of related parties' transactions and dealing with related parties as approved by the Board may be accessed on your Company's website at the link: https://www.lloydsengg.in/wpcontent/uploads/content/Amended_Policy_Materiality_Related_Party-Transaction-Dealing-RPT_effective_010402019.pdf.

In terms of Regulation 23 of the SEBI LODR, approval of the members for all material related party transactions has been taken. The details pertaining to transaction with person or entity belonging the promoter/promoter group which holds 10% or more shareholding in the Company are mentioned in the Standalone Financial Statement.

27. LISTING OF SHARES:

The Equity Shares of the Company are continued to be listed and actively traded on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE). The listing fees payable for the financial year 2023-24 has been paid to both the Stock Exchanges (BSE & NSE).

28. DEMATERIALIZATION OF SHARES:

As on 31st March, 2024 there were **11,36,825,422** Equity Shares dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents about 99.31% of the total issued, subscribed and paid-up capital of the Company.

29. SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE:

Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to the constitution of internal complaints committee under the aforesaid Act and necessary disclosures about the same have been provided in the Report on Corporate Governance.

30. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

31. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company confirms Compliance with the applicable requirements of Revised Secretarial Standards 1 and 2.

32. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A):

During the year under review, the Company has raised funds by converting the 7,50,00,000 Warrants to Promoter/ Promoter Group of Re. 1/- each at a premium of Rs. 2.86 each and 1,51,80,000 Optionally Fully Convertible Debentures to non-Promoters at a face value of Rs. 13.65 each through preferential allotment.

The funds raised through the respective issues were utilized for the purpose for which it was raised and in accordance with the objectives of the said preferential issue stated in the explanatory statement to the notice of general meeting.

During the Financial year 2023-24, Company has Successfully completed a Rights Issue of 6,34,64,610 Equity shares of face value of Rs. 1 each for cash at a price of Rs. 15.50/- per Equity Share aggregating to Rs. 9837.01 Lakh, to the Eligible Equity Shareholders in the ratio of 1 Right Share for every 17 fully paid-up Equity Shares and the issue was fully subscribed.

33. GENERAL DISCLOSURES:

Your director's state that no disclosure or reporting is required in respect of the following items as there were no transactions/ activities pertaining to these matters during F.Y. 2023 -24:

a) Issue of equity shares with differential rights as to dividend, voting or otherwise.

b) Instances with respect to voting rights not exercised directly by the employees of Company.

c) Neither the Executive Director nor the CFO of the Company receives any remuneration or commission from any other Company.

d) No significant or material orders were passed by the Regulators or Courts or Tribunals which can impact the going concern status and Company's operations in future.

e) No fraud has been reported by the Auditor in their Audit Report for F.Y. 2023 - 24, hence the disclosure u/s 134(3)(ca) is not applicable.

f) No proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution;

g) There is no requirement of web link of policy for determining 'material' subsidiaries as Company has no subsidiaries during 2023-24

34. ENCLOSURES:

a.	**Annexure A :**	Corporate Governance Report;
b.	**Annexure B :**	Management Discussion and Analysis Report;
c.	**Annexure C :**	Business Responsibility Report;
d.	**Annexure D :**	Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo Report;
e.	**Annexure E :**	Secretarial Auditors Report in Form No. MR-3;
f.	**Annexure F :**	Details of personnel/particulars of employees;
g.	**Annexure G :**	AOC -2
h.	**Annexure H :**	Corporate Social Responsibility (CSR) Activities
i.	**Annexure I :**	Compliance Certificate under ESOP

35. ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation and gratitude for the assistance and generous support extended by all Government Authorities, Financial Institutions, Banks, Customers and Vendors during the year under review. Your directors wish to express their immense appreciation for the devotion, commitment and contribution shown by the employees of the company while discharging their duties.

For and on behalf of the Board
Lloyds Engineering Works Limited
(Formerly known as Lloyds Steels Industries Limited)

Sd/-
Mukesh Rajnarayan Gupta
Chairman

Date: 2nd May, 2024
Place: Mumbai

Annexure - A

Corporate Governance Report

In compliance with Regulation 34(3) and Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Company submits the following report:

1. Company's Philosophy on Code of Governance

The Securities and Exchange Board of India (SEBI) has introduced a Code of Corporate Governance for listed companies, which is implemented through the Listing Regulations and the Listing Agreement/s executed with the Stock Exchange/s with which a Company's shares are listed.

Corporate Governance necessitates professionals to raise their competency and capability levels and upgrade systems and processes to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability, and equity, in all facets of its operation and all its interactions with the stakeholders including shareholders, employees, customers, government and suppliers.

Your Company is complying with all the applicable requirements on Corporate Governance as they stood during Financial Year 2023-24.

2. Board Of Directors

Size and composition of the Board

The Board of Directors of the Company as on 31st March, 2024 comprised of Nine (9) members, out of which One (1) is Chairman and Whole time Director (In Promoter Category), One (1) is Whole Time Director, Five (5) are Non-Executive Independent Directors and rest two (2) are Non-Executive Non – Independent Directors.

Memberships of other Boards / Board Committees

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies are given below in **Table - 1:**

Sr. No	Name and Designation (DIN)	Status/ Category	Attendance in Meetings during FY 2023-24		Number of Directorships In other Companies		Committee Membership and Chairmanship in other Public Ltd. Co. $		Shareholding in the company (No. of Shares)
			Board Meetings (13 Meetings held)	AGM	Private	Public	Chairman-ship	Member ship	
1.	Mukesh Rajnarayan Gupta (00028347)	Chairman and Whole Time Director	13	Yes	2	1	1	-	7512^
2.	Mrs. Bela Sundar Rajan (00548367)	Independent Woman Director	8	Yes	3	-	-	-	-
3.	Mr. Lakshman Ananthsubramanian (08648489)	Independent Director	12	Yes	-	-	-	-	-
4.	Mr. Kishor Kumar Mohanlal Pradhan (02749508)	Independent Director	13	Yes	-	-	-	-	-
5.	Mr. Ashok Kumar Sharma (09352764)	Independent Director	10	Yes	-	-	-	-	-
6.	Mr. Ashok Tandon (00028301)	Non-Executive Director	12	Yes	1	-	-	-	-

Sr. No	Name and Designation (DIN)	Status/ Category	Attendance in Meetings during FY 2023-24		Number of Directorships In other Companies		Committee Membership and Chairmanship in other Public Ltd. Co. $		Shareholding in the company (No. of Shares)
			Board Meetings (13 Meetings held)	AGM	Private	Public	Chairman-ship	Member ship	
7.	Mr. Rajashekhar M. Alegavi (03584302)	Non-Executive Director	12	Yes	4	1	-	-	-
8.	*Mr. Shreekrishna Mukesh Gupta	Whole Time Director	2	NA	3	2	-	1	-
9.	**Mr. Devidas Kashinath Kambale (00020656)	Independent Director	1	NA	0	1	-	-	-

*Mr. Shreekrishna Mukesh Gupta was appointed as an Additional Director and thereafter as a Whole Time Director of the Company. His appointment was approved by the Members via postal ballot dated 28th May, 2024 for a term starting from 6th March, 2024 till 30th September, 2028.He is a son of Mr. Mukesh Rajnarayan Gupta Chairman and Whole Time Director of the Company.

**Mr. Devidas Kashinath Kambale was appointed as an Additional Director in Non-Executive Independent Category on 6th March, 2024. His appointment for the Office of Independent Director was regularized and approved by the Members via postal ballot dated 28th May, 2024 for first term starting from 6th March, 2024 till 30th September, 2028.

$ Includes only Audit Committee and Shareholders Relationship Committee in all public limited companies (whether listed or not) and excludes private limited companies, foreign companies, and Section 8 companies.

^ Mr. Mukesh Rajnarayan Gupta is one of promoters of the Company.

Names of the Listed entities where the person is a director and the category of Directorship:

Name of Director	Name of Listed entity	Category of Directorship
Mr. Mukesh Rajnarayan Gupta (00028347)	Lloyds Metals and Energy Limited (L40300MH1977PLC019594)	Non-Executive Non-Independent Director & Chairman related to Promoter
Mr. Shreekrishna Mukesh Gupta (06726742)	LLOYDS LUXURIES LIMITED (L74999MH2013PLC249449)	Non-Executive Non-Independent Director and Chairman related to Promoter

Disclosure of Relationship between Directors interse:

Mr. Shreekrishna Mukesh Gupta and Mr. Mukesh Gupta are related to each other. Mr. Shreekrishna Mukesh Gupta is the son of Mr. Mukesh Gupta who is the Chairman and Whole Time Director of the Company.

Brief profiles of all the Directors are available on the website of the Company at

https://www.lloydsengg.in/key-people/

Note:

a. None of the Directors of the Company were members of more than 10 committees or acted as Chairperson of more than 5 committees across all Public Limited Companies in which they were Directors in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

b. None of the Directors held directorship in more than 10 Public Limited Companies.

c. None of the Independent Directors of the Board served as Independent Director in more than 7 listed companies.

d. None of the Directors held directorship in more than 7 Listed entities.

The information as required under Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being made available periodically to the Board.

The Board periodically reviews the compliance status of the Company. The company has adopted the Code of Conduct for Executive Directors, Senior Management Personnel, and other executives of the Company.

The Company has received confirmation from Whole time Director as well as the Senior Management Personnels regarding compliance of the Code during the year under review. The company has also adopted the Code of Conduct for the Non-Executive Directors of the company.

The company has received confirmations from the Non-Executive Directors regarding compliance of the Code for the period ended 31st March, 2024. Both the Codes are posted on the website of the Company i.e. www.lloydsengg.in.

Board Meeting:

The Board meets at regular intervals to discuss and decide on Company's business policies and strategy apart from other regular business matters. Board Meetings are usually held at the Corporate Office of the Company at Mumbai or through Video Conferencing/ Other Audio-Visual Means. The meetings and agenda items taken up during the meetings complied with the Companies Act, 2013 and Listing Regulations read with various circulars issued by Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India ("SEBI").

During the financial year ended as on 31st March, 2024: 13 (Thirteen) Board Meetings were held on 27th April, 2023 , 10th May, 2023, 14th June, 2023, 1st July, 2023, 7th August, 2023 ,11th August, 2023, 29th August, 2023 , 20th October, 2023 , 9th December, 2023, 18th January, 2024, 23rd January, 2024, 6th March, 2024 and 28th March, 2024. Maximum time gap between two consecutive meetings had not exceeded 120 days.

The agenda and notes are circulated to the Directors in advance. All material information is included in the agenda for facilitating meaningful discussions at the meeting. In case of urgent necessity, resolutions are passed by circulation in accordance with the provisions of Companies Act, 2013. Business Unit heads and senior management personnel make presentations to the Board. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.

Skills/Expertise/ Competence of the Board of Directors of the Company

The core skills / expertise / competencies as identified by the Board of Directors as required in the context of the Company's business(es) and sector(s) for it to function effectively and those available with the Board are given below. The matrix below highlights the skills and expertise, which is currently available with the Board of the Company.

Director	Analytical Skills	Sales & Business Development	Financial Expertise	Law & Policies	Public Relations
Mr. Mukesh Rajnarayan Gupta - Chairman and Whole-time director	√	√	√	√	√
Mr. Shreekrishna Mukesh Gupta- Whole Time Director	√	√	√	√	√
Mr. Devidas Kashinath Kambale - Independent Director	√	√	√	√	√
Mr. Satyendra Narain Singh Independent Director	√	√	√	√	√
Mrs. Bela Sundar Rajan Independent Woman Director	√	-	-	√	√
Mr. Rajashekhar Rajashekhar Mallikarjun Alegavi Non-Executive Director	√	√	-	√	√
Mr. Lakshman Ananthsubramanian Independent Director	√	-	√	√	√
Mr. Kishore Kumar Mohanlal Pradhan Independent Director	√	-	√	√	√
Mr. Ashok Tandon Non- Executive Director	√	√	√	√	√
Mr. Ashok Kumar Sharma Independent Director	√	√	-	-	√

Note: 1) Mr. Shreekrishna Mukesh Gupta was appointed as a Whole Time Director of the Company in the Board Meeting held on 6th March, 2024 and thereafter the approval of Members was taken via postal ballot dated 28th May, 2024 for his appointment as a Whole Time Director of the Company starting from 6th March, 2024 till 30th September, 2028.

2) Mr. Devidas Kashinath Kambale was appointed as an Additional Director (Non-Executive Independent Category) of the Company in the Board Meeting held on 6th March, 2024 and thereafter the approval of Members was taken via postal ballot dated 28th May, 2024 for his appointment as an Independent Director of the Company starting from 6th March, 2024 till 30th September, 2028.

Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Act and Regulation 25(3) of Listing Regulations, meeting of the Independent Directors of the Company was held on 23rd January, 2024.

Resignation of Independent Director:

Mr. Satyendra Narain Singh has resigned from the position of Independent Directorship from the closure of business hours of 18th April, 2023 before expiry of his tenure i.e. 31st August, 2026 by serving a Resignation letter on 18th April, 2023 with reasons mentioned that due to his age, he wants to limit his responsibilities and would want to focus on his family and health.

He has also confirmed that there are no material reasons other than what is mentioned in his resignation letter.

Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015, stating that he/ she meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

Familiarization Program for Independent Directors:

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarized with the activities of the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc.

The detail of such familiarization programme can be accessed on the Company's website i.e. www.lloydsengg.in

Resignation of Independent Director- Mr. Satyendra Narain Singh (S. N. Singh)

Mr. S. N Singh (DIN: 00398484) has resigned from the post of Independent Directorship of Company from closure of business hours of 18th April, 2023 before the expiry of his respective tenure(s) i.e. 31st August, 2026. Mr. S. N. Singh has mentioned the reason of resignation as he is willing to reduce his professional commitments due to his age to look forward with his health and family. Further, Mr. S. N. Singh confirmed in his resignation letter that there are no other material reasons other than those provided

3. Committees of the Board

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Board of Directors from time to time has constituted the following Committees, namely:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

(i) Audit Committee

Terms of Reference:

The terms of reference of the Audit Committee are wide covering the matters specified under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions contained in Section 177 of the Companies Act, 2013 and they can be broadly stated as follows:

a. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and fair.

b. Recommending to the Board, the appointment, re-appointment of the statutory auditors, fixation of audit fees and fees for other services.

c. Reviewing with the management the quarterly financial statements before submission to the board for approval.

d. Reviewing the adequacy of internal control systems and internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

e. Discussing with internal auditors any significant findings and follow-up thereon.

f. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal financial control systems of a material nature and reporting the matter to the Board.

g. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

h. To investigate the reasons for substantial defaults in the payment to the depositors, debenture holders,

shareholders (in case of non-payment of declared dividends) and creditors.

i. Scrutiny of corporate loans and investments.

j. Approval or subsequent modification of transactions with related parties.

k. Valuation of the undertaking or asset of the company wherever it is necessary.

l. Monitoring the end use of funds raised through public offers and related matters.

m. In addition to the above, all the provisions mentioned under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Companies Act 2013 as amended from time to time.

n. Review of functioning of whistle blower policy.

Composition, Name of Members and Chairperson:

Name of Member	No. of Meeting held	No. of Meeting attended
Mr. Kishore Kumar Mohanlal Pradhan (Chairperson)	4	4
Mr. Lakshman Ananthsubramanian (Member)	4	4
Mrs. Bela Sundar Rajan (Member)	4	2

#Mr. Satyendra Narain Singh has resigned from the post of Independent Directorship of Company from closing business hours of 18th April, 2023 and consequently from the Position of Chairman of Audit Committee. Accordingly, the Board has approved the reconstitution of Audit Committee w.e.f. 27th April, 2023 and appointed Mr. Kishore Kumar Pradhan as the Chairman of the Committee.

Details of Audit Committee Meeting held during the year under review:

The Meetings were held on 27th April, 2023, 7th August, 2023, 20th October, 2023 and 23rd January, 2024.

The Company Secretary of the Company acts as Secretary to the Committee.

The Audit Committee Meetings were attended by the CFO, Statutory Auditor, Internal Auditor, and the Whole Time Director. The Non-Executive Directors are present as an invitee. Other persons are invited to the meetings as and when required.

Presence of Chairman of the Audit Committee in Annual General Meeting:

Mr. Kishore Kumar Pradhan Chairperson of the Audit Committee was present in the Annual General Meeting held on Monday, 24th July, 2023 during the financial year 2023-24.

Recommendations by the Audit Committee:

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

(ii) Nomination and Remuneration Committee

Terms of Reference:

The terms of reference of this Committee are wide enough covering the matters specified under the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and 178 (1) of Companies Act 2013 as amended from time to time. It also acts as the Compensation Committee for administration of the Company's Lloyds Steels Industries Limited Employee Stock Option Plan – 2021 ("LLOYDS STEELS ESOP -2021").

Composition, Name of Members and Chairperson:

Name of Member	No. of Meeting held	No. of Meeting attended
Mr. Lakshman Ananthsubramanian (Chairperson)	4	4
Mrs. Bela Sundar Rajan (Member)	4	2
Mr. Ashok Tandon (Member)	4	4

#Mr. Satyendra Narain Singh has resigned from the post of Independent Directorship of Company from closing business hours of 18th April, 2023 and consequently from the Position of member of Audit Committee. Accordingly, the Board has approved the reconstitution of Audit Committee w.e.f. 27th April, 2023 and appointed Mr. A. Lakshman as the Chairman of the Committee

Details of Nomination and Remuneration Committee Meeting held during the year under review:

Meeting was held on 27th April, 2023, 7th August, 2023, 20th October, 2023 and 6th March, 2024.

Remuneration Policy:

Remuneration Policy of the Company aims at recommending and reviewing the remuneration and professional fee if any (for specialized and technical services beyond the normal services) to Executive Director, Non-Executive Directors, Key Managerial Personnel and Senior management of the Company and is based on evaluation criteria such as industry benchmarks, Company's annual performance & its strategy, expertise, talent and meritocracy including criteria for determining qualification, positive attributes and independence of Director etc.

Annual Evaluation of Board, Committees, and Individual Directors:

Pursuant to the provisions of the Act, Listing Regulations, 2015 and the Remuneration Policy of the Company, the Board of Directors/ Independent Directors/ Nomination and Remuneration Committee (as applicable) has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including the Chairman of the Board of Directors based on various parameters relating to

roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees. Such evaluation is presented to the Nomination and Remuneration Committee and the Board of Directors (as applicable).

Directors express their satisfaction with the evaluation process.

Performance Evaluation criteria for Independent Directors:

Independent Directors of the Company are evaluated on the basis of following parameters:

1) Knowledge to perform the role
2) Time and Level of Participation
3) Performance of Duties and Level of Oversight and
4) Professional Conduct and Independence

The detailed evaluation of Independent Directors were placed before Board of Directors.

Presence of Chairman of the Nomination & Remuneration Committee in Annual General Meeting:

Mr. Lakshman Ananthsubramanian, Chairman of the Nomination & Remuneration Committee was present in the Annual General Meeting held on Monday, 24th July, 2023 during the financial year 2023-24.

(iii) Stakeholders' Relationship Committee

Terms of Reference:

The terms of reference of this Committee are wide enough covering the matters specified under the provisions of Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and 178 (2) of Companies Act 2013 as amended from time to time

Composition, Name of Members and Chairperson

Name of Member	No. of Meeting held	No. of Meeting attended
Mr. Ashok Tandon- (Chairperson)	1	1
Mrs. Bela Sundar Rajan (Member)	1	1
Mr. Ananthsubramanian Lakshman (Member)	1	1

#Mr. Satyendra Narain Singh has resigned from the post of Independent Directorship of Company from closing business hours of 18th April, 2023 and consequently from the Position of member of Shareholder`s Relationship Committee. Accordingly, the Board has approved the reconstitution of Audit Committee w.e.f. 27th April, 2023 and appointed Mr. A. Lakshman as the Chairman of the Committee

Ms. Rahima Shaikh, a Qualified Company Secretary is the Compliance Officer under the Listing Regulations.

Details of meeting held during the year under review:

Meeting was held on 6th March, 2024.

Investors' Complaints:

No. of Complaints pending as on 1st April, 2023	0
No. of Complaints identified and reported during FY 2023-24	77
No. of Complaints disposed during the year ended 31st March, 2024	77
No. of pending Complaints as on 31st March, 2024	0

Presence of Chairman of the Stakeholders' Relationship Committee:

Smt. Bela Sundar Rajan, Chairman of the Stakeholder's Relationship Committee was present in the Annual General Meeting held on 24th July, 2023 during the financial year 2023-24.

(iv) Corporate Social Responsibility Committee

Terms of Reference:

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Regulations, 2015 and the Act such as Formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy, which shall indicate the activities to be undertaken by the Company; Recommending the amount of expenditure to be incurred on

the activities referred; Monitoring the CSR Policy of the Company from time to time, Formulate and review the Annual Action Plan in pursuance of the CSR Policy

Composition, Name of Members and Chairperson:

Name of Member	No. of Meeting held	No. of Meeting attended
Mr. Mukesh Gupta	1	1
Mr. Kishore Kumar Mohanlal Pradhan	1	1
Mr. Ashok Kumar Sharma	1	1

Ms. Rahima Shabbir Shaikh, a Qualified Company Secretary is the Compliance Officer under the Listing Regulations.

Details of meeting held during the year under review:

Meeting was held on 11th August, 2023.

(v) Risk Management Committee

During the Financial year 2023-24, Board has constituted the Risk Management Committee in line with the Listing Regulations.

Terms of Reference

The role of Risk Management Committee includes the implementation of Risk Management Systems and Framework, review of the Company's financial and risk management policies, assess risk and formulate procedures to minimize the same. The terms of reference of this Committee are wide enough covering the matters specified under the provisions of Regulation 21 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Composition, Name of Members and Chairperson:

Name of Member	No. of Meeting held	No. of Meeting attended
Mr. Rajashekhar Mallikarjun Alegavi (Chairperson)	2	2
Mr. Kishore Kumar Mohanlal Pradhan	2	2
Mr. Ashok Kumar Sharma	2	2
Mr. Kalpesh Prakash Agrawal	2	2

Ms. Rahima Shabbir Shaikh, a Qualified Company Secretary is the Compliance Officer under the Listing Regulations.

Details of meeting held during the year under review:

Meeting was held on 7th August, 2023 and 23rd January, 2024.

(vi) Senior Management

1. **Shreekrishna Mukesh Gupta:** Shree Krishna Gupta is the Executive - Vice President of our Company. He has been associated with our Company since 1st January, 2019 and oversees the overall business. However, he was appointed as a Whole Time Director of the Company on 6th March, 2024.
2. **Sudhir Kumar Dwivedi:** Sudhir Kumar Dwivedi is the Chief Operating Officer of our Company. He has been associated with our Company since 19th July, 2020 and oversees the overall operation of engineering division.
3. **Sameer Tawade:** Sameer Tawade is the Chief Operating Officer of our Company. He has been associated with our Company since 3rd May, 2021 and oversees the overall operation of the civil & construction division.
4. **Deepak Obhan:** Deepak Obhan is the Vice President – Human Resource (HR) of our Company. He has been associated with our Company since 18th July, 2022 and oversees the overall operations of HR Division.
4. **Remuneration of Directors:** The remuneration payable to the Chairman and Whole Time Director is approved by the members at the general meeting of the Company. Remuneration of Chairman and Whole Time Director consists of fixed salary, perquisites, allowances etc., There is no Remuneration is being paid to Non- Executive Directors and Independent Directors but only sitting fees. Details of the remuneration/ Sitting Fees paid to the Directors are given below:

S. No	Name of the Director	Salary	Perquisites and allowances	Technical Consultancy	Sitting Fees	Incentives	Total
1.	Mr. Mukesh Rajnarayan Gupta	49,89,000	50,11.000	--	-	-	100.00
2.	Mr. Satyendra Narain Singh	-	-	-	NA	-	NA
3.	Mrs. Bela Sundar Rajan	-	-	-	1,10,000	-	1,10,000
4.	Mr. Rajashekhar Mallikarjun Alegavi	-	-	42,80,000	1,19,000	-	1,19,000
5.	Mr. Ananthasubramanian Lakshman	-	-	-	1,62,000	-	1,62,000
6.	Mr. Kishore Kumar Mohanlal Pradhan	-	-	-	1,53,000	-	1,53,000
7.	Mr. Ashok Tandon	-	-	-	1,38,000	-	1,38,000
8.	Mr. Ashok Kumar Sharma	-	-	-	1,11,000	-	1,11,000
9.	**Mr. Devidas Kashinath Kambale	-	-	-	10,000	-	10,000
10.	*Mr. Shreekrishna Mukesh Gupta	6,40,523	6,42,033	-	-	--	12,82,556

Note: There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company except the Technical consultancy Fees/ Charges on account of services rendered and for the details please refer Annexure G (AOC-2). The Company has not granted any stock option to any of its Directors

*Mr. Shreekrishna Mukesh Gupta was appointed as an Additional Director and thereafter as a Whole Time Director of the Company. His appointment was approved by the Members via postal ballot dated 28th May, 2024 for a term starting from 6th March, 2024 till 30th September, 2028.

**Mr. Devidas Kashinath Kambale was appointed as an Additional Director in Non-Executive Independent Category on 6th March, 2024. His appointment for the Office of Independent Director was regularized and approved by the Members via postal ballot dated 28th May, 2024 for first term starting from 6th March, 2024 till 30th September, 2028.

5. General Body Meetings

a. Annual General Meeting:

The Annual General Meetings of the Company during the preceding three years were held on the following dates and times, wherein the following special resolutions were passed:

Year	Date, Day & Time	Venue	Details of special resolution passed at the AGM
2022-2023	24.07.2023 Monday at 12:00 Noon	Through Video Conferencing/ Other Audio-Visual Means	1. Change in Main Object Clause of the Memorandum of Association of the Company. 2. Continuation of Directorship of Mr. Lakshman Ananthsubramanian (DIN - 08648489) as a Non-executive Independent Director of the Company in Terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 3. 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 4. Payment of Technical Consultancy Charges/ Fees to Non-Executive Directors of the Company as per Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015
2021-22	13.08.2022 Saturday at 02:00 P.M.	Through Video Conferencing/ Other Audio-Visual Means	1. Increase in threshold of Loans/ Guarantees, Providing of Securities and Making of Investments in Securities Under Section 186 of the Companies Act, 2013. 2. Increase in Borrowing Limits Under Section 180(1)(c) of the Companies Act, 2013. 3. Approval for payment of Technical Consultancy Charges/ Fees to Non-Executive Directors of the Company as per Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015
2020-21	15.07.2021 Thursday, at 11:30 A.M	Through Video Conferencing/ Other Audio-Visual Means	1. Appointment of Mr. Mukesh Rajnarayan Gupta as a Chairman and Whole Time Director of the Company. 2. Re-appointment of Mr. Satyendra Narain Singh as an Independent Non-Executive Director of the Company. 3. Re-appointment of Smt. Bela Sundar Rajan as an Independent Non-Executive Woman Director of the Company. 4. Approval for Giving Loan or Guarantee or Providing Security Under Section 185 of the Companies Act, 2013

b. Extraordinary General Meeting (EGM):

There were no Extraordinary General Meetings (EGMs) of the Company during the Financial Year 2023-24.

c. Postal Ballot:

1. The Company has sought the approval of the shareholders through notice of postal ballot dated 2nd February, 2023 for Approval for Change in the Name of the Company by way of Special Resolution and Approval for Related Party Transaction(s) with Lloyds Infinite Foundation by way of Ordinary Resolution, which was duly passed on 9th April, 2023 and the results of which were announced on 11th April, 2023. Mr. K. C. Nevatia Proprietor of K. C. Nevatia & Associates, Company Secretary (ICSI Membership No. FCS - 3963 and Certificate of Practice No. 2348), was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. The provisions of section 110 of Companies Act 2013 was duly complied with while conducting the postal ballot.
2. The Company has sought the approval of the shareholders through notice of postal ballot dated 17th April, 2024 for Approval for Approval of appointment of Mr. Shreekrishna Mukesh Gupta as a Whole Time Director, Regularisation of Appointment of Mr. Devidas Kashinath Kambale as an Independent Director and Re-appointment of Mr. Mukesh R.

Gupta as a Whole Time Director which was duly passed on 28th May, 2024 and the results of which were announced on 30th May, 2024. Mr. K. C. Nevatia Proprietor of K. C. Nevatia & Associates, Company Secretary (ICSI Membership No. FCS - 3963 and Certificate of Practice No. 2348), was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner pursuant to section 110 of Companies Act 2013. The provisions of section 110 of Companies Act 2013 was duly complied with while conducting the postal ballot.

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

6. Means of Communication

a. Publication of financial results:

The extract of FinanFcial results are normally published in Business Standard or Financial Express and Mumbai Lakshadweep and are displayed on the website of the Company: www.lloydsengg.in

b. Websites and News Releases:

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website www.lloydsengg.in gives information on various announcements made by the Company. Quarterly Compliance Reports and other relevant information of interest to the Investors are also placed under the Investors Section on the Company's website.

c. Earning/Investors presentations:

The presentations on performance of the Company are placed on the Company's website for the benefit of the institutional investors, analysts and other shareholders immediately after the financial results are communicated to the Stock Exchanges.

d. Stock Exchange:

The Company makes timely disclosures of necessary information to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) in terms of the Listing Regulations and other applicable rules and regulations issued by the SEBI.

e. Annual Report:

The Annual Report with Audited Financial Statements of the Company are available in downloadable formats on the website of the Company www.lloydsengg.in .The Annual Report and Audited Financial Statements of the Company are also available on the websites of the Stock Exchanges.

7. General Shareholder Information:

7.1	**Annual General Meeting**	**Date: 26th July, 2024 (Friday)** **Time: 11:00 am (IST)** **Venue: Video Conferencing (VC)/Other Audio-Visual Means (OAVM) as approved by the Statutory Authorities.**	
7.2	**Financial Year**	1st April, 2023 to 31st March 2024	
7.3	**Financial calendar**	(a) 1st April, to 31st March (b) First Quarter Results – By 7th August, 2023 (c) Second Quarter Results – By 20th October, 2023 (d) Third Quarter Results – By 23rd January, 2024 (e) Results for the year ending 31st March, 2024 – By 2nd May, 2024	
7.4	**Date of Book Closure**	20th to 26th July (both days inclusive)	
7.5	**Dividend Payment Date**	The final dividend, if approved, shall be paid on or before 24th August, 2024	
7.6	**Listing on Stock Exchanges**	Equity Shares **BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code: 539992	Equity Shares **National Stock Exchange of India Ltd. (NSE)** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai 400 051. Scrip Code: LLOYDSENGG
7.7	**Annual listing fee**	Annual listing fee for the year 2023-24 as applicable has been paid to BSE and NSE.	
7.8	**Stock Code**	BSE – 539992 NSE – LLOYDSENGG ISIN for NSDL/CDSL - INE093R01011	

8. Stock Market Price Data – BSE & NSE

2023- 2024	Quotation at Bombay Stock Exchange		BSE Sensex Close	Quotation at National Stock Exchange		NSE – NIFTY Close
	Share Price (In Rs.)			Share Price (In Rs.)		
Months	High	Low		High	Low	
April	22.80	17.80	61,112.44	22.80	17.80	18,065.00
May	25.39	19.65	62,622.24	25.50	19.65	18,534.40
June	28.10	22.77	64,718.56	28.10	22.80	19,189.05
July	46.17	23.65	66,527.67	46.05	23.60	19753.80
August	59.81	38.77	64,831.41	59.75	43.65	19253.80
September	46.20	39.55	65,828.41	46.10	39.50	19,638.30
October	51.77	41.36	63,874.93	51.60	41.50	19,079.60
November	51.75	43.10	66,988.44	51.65	43.55	20,133.15
December	50.96	40.77	72,240.26	50.50	39.60	21,731.40
January	50.93	41.55	71,752.11	50.90	41.55	21,725.70
February	62.50	44.60	72,500.30	62.90	44.40	21,982.80
March	60.76	42.20	73,651.35	60.80	42.15	22,326.90

9. Registrar and Share Transfer Agent

M/s. Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093.
Maharashtra
Registration No. INR00001395
Phone : 022-6263 8222/223/236
Fax : 022-6263 8299
E-Mail : investor@bigshareonline.com

10. Share Transfer System

In terms of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities can be transferred only in dematerialized form w.e.f. 1st April, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories. Shareholders should communicate with M/s. Bigshare Services Pvt. Ltd., the Company's Registrars and Transfer Agents (RTA) quoting their Folio No. or Depository Participant ID and Client ID No. for any queries to their securities. Requests for Dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

11. Distribution of Shareholding:

The shareholding distribution of equity shares as on 31st March, 2024 is given hereunder: (Nominal value of each share 1/-)

*Share Range	Number of Shareholders	% of Total Shareholders	Total Shares for the Range	% Of Issued Capital
1 – 5,000	3,75,939	97.25	13,26,40,021	11.59
5,001 – 10,000	5,248	1.36	3,86,65,886	3.38
10,001 – 20,000	2,665	0.69	3,73,65,589	3.26
20,001 – 30,000	981	0.25	2,42,10,794	2.12
30,001 – 40,000	421	0.11	1,47,47,122	1.29
40,001 – 50,000	311	0.08	1,43,24,739	1.25
50,001 – 1,00,000	523	0.14	3,72,34,008	3.25
1,00,001 and above	480	0.12	84,54,41,333	73.86
TOTAL	**3,86,568**	**100.00**	**1,14,46,29,492**	**100.00**

*The above data is based on DP IDs and one DP ID has been counted as one shareholder.

12. Category wise shareholding as on 31st March, 2024

Particulars	No. of Shares	Percentage
Promoter & Promoter Group		
Individuals	1,75,412	0.02
Bodies Corporate	65,51,18,783	57.23
Total (A)	**65,52,94,195**	**57.25**
Public Shareholdings		
Other Bodies Corporate	2,26,49,860	1.98
Mutual Funds/UTI	10,80,840	0.09
Nationalized/ Non-nationalized Banks	1,58,120	0.01
Clearing Members	27,58,494	0.24
Foreign Portfolio Investors	1,59,18,795	1.39
NRIs & FII`s	83,33,179	0.73
Public & Others	43,60,56,101	38.10
Directors & their relatives (non-Promoter)	1,496	0.00
Relatives of Promoters (Non-Promoter)	1,05,912	0.01
Trusts (Non-Promoter)	6,000	0.00
Total (B)	**48,70,68,797**	**42.55**
Non-Promoter Non-Public		
Shares held by Employee Trust	22,66,500	0.00
Total (C)	22,66,500	0.20
TOTAL (A+B+C)	**1,14,46,29,492**	**100.00**

*The above data is based on Dp IDs and one Dp ID has been counted as one shareholder.

Disclosure of information on Release of Pledged of shares:

The details of release of pledged of Shares of promoters:

Particulars	No. of Pledged Shares
Promoter & Promoter Group*	
Individuals	1,66,899
Bodies Corporate	96,86,386
Total (A)	**98,53,285**

The pledge on the above Equity Shares were released on 28th December, 2023, Since, the pledge on all the above Equity Shares including the ones held in the name of Late Chitralekha R. Gupta and Ragini Trading & Investments Limited (merged with Lloyds Enterprises Limited) have been released and 96,86,386 Equity Shares of the Company held by Ragini Trading & Investments Limited was transferred to Lloyds Enterprises Limited and 22,172 Equity Shares of the Company held in the name of Late Chitralekha R. Gupta was transmitted in the name of Rajesh R Gupta. (The Equity Shares of some of the Promoters named Ragini Trading & Investments Limited (whereby, Ragini Trading & Investments Limited was merged with Lloyds Enterprise Limited (Formerly known as Shree Global Tradefin Limited) vide the Scheme of Arrangement which was approved by the Hon'ble High Court of Bombay vide their order dated 9th March, 2012).

13. Top Ten Shareholders across all categories as on 31st March, 2024:

Sr. No.	Name of Shareholders	No. Of Shares	%Of Holding
1.	LLOYDS ENTERPRISES LIMITED	48,04,12,901	41.97
2.	LLOYDS METALS AND MINERALS TRADING LLP	8,73,52,941	7.63
3.	AEON TRADING LLP	8,73,52,941	7.63
4.	ANIL VISHANJI DEDHIA	1,09,75,000	0.95
5.	RAJKUMAR DEVANSH HUF	81,63,463	0.71
6.	KUNJAN ANIL DEDHIA	61,78,000	0.53
7.	VASANJI SHAMJI DEDHIA (HUF) .	51,15,000	0.44
8.	ANIL V DEDHIA (HUF)	44,00,000	0.38
9.	VIVEK BHIMSARIA .	40,02,352	0.34
10.	ISHARES CORE MSCI EMERGING MARKETS ETF	34,15,743	0.29

*Shares lying under Unclaimed Suspense Account have not been counted.

14. Reconciliation of Share Capital Audit:

As stipulated by SEBI, a qualified Practicing Company Secretary/Chartered Accountant carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon are submitted to the Stock Exchanges. The report, inter alia, confirms that the number of shares issued, listed on the Stock exchange and that held in demat and physical mode are in sync.

15. Dematerialization of Shares:

As per SEBI's direction the Company had signed tripartite agreements with both the Depositories (NSDL & CDSL) and Registrars and Transfer Agents. Accordingly, dematerialization facility for the shares of the Company is available and it is in the interest of all the shareholders to convert their physical holdings into electronic holdings by dematerialization. As on 31st March, 2024, 98,06,23,802 shares were held in dematerialized form which constitutes approximately 99.32% of total number of subscribed shares.

16. Liquidity:

Company's Shares are traded on the Bombay Stock Exchange (BSE) & National Stock Exchange of India Ltd. (NSE).

17. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, Conversion date and date and likely impact on the Equity:

The Company has not issued any GDRs / ADRs.

However,

a) Preferential Issue : Convertible warrants

(i) Out of 16,50,00,000 Convertible Warrants, 9,00,00,000 (Nine Crore only) warrants were converted into Equity shares by the Board of Directors in their meeting held on 19th May, 2022 by way of allotment of 9,00,00,000 Equity Shares of Re. 1 each at an issue price of Rs. 3.86 each (including a premium of Rs. 2.86 each). Further, 25% of allotment money was received before issuance of Convertible warrants i.e. Financial Year 2021-22 & 75% of allotment money was received before allotment of Equity Shares i.e. in Previous Financial Year 2022-23.

(ii) During the year, the remaining 7,50,00,000 Convertible warrants were converted into Equity shares by the Board of Directors in their meeting held on 10th May, 2023 by way of allotment of 7,50,00,000 Equity shares of Re. 1 each at an issued price of Rs. 3.86 each (including a premium of Rs. 2.86 each) to the warrant holders – Lloyds Metals and Minerals LLP and Aeon Trading LLP (promoters of the Company). However, 25% of allotment money was received before issuance of convertible warrants i.e. in Financial Year, 2021-22 and 75% of allotment money (Rs. 21,71,25,000) was received before allotment of Equity Shares i.e. in this Financial Year, 2023-24.

In view of the above, the Equity share of the Company was increased from 98,86,98,382 to 1,06,36,98,382 divided into 1,06,36,98,382 into Equity shares of Re. 1 each.

b) Preferential Issue: Optionally Fully Convertible Debentures

1,51,80,000 12% of Optionally Fully Convertible Debentures (OFCDs) were issued in the Board Meeting held on 27th January, 2022 with prior approval of Shareholders in the Extra Ordinary General Meeting held on 24th January, 2022. During the year, the aforementioned OFCD were converted into fully paid-up Equity Shares in the Board Meeting held on 1st July, 2023 by way of allotment of Equity shares of Re. 1 each at an issue price of 13.65 each (including a premium of Rs. 12.65 each) to the non-promoters allottees who have exercised the option of conversion of OFCDs. However, the allotment money was received by the Company before issuance of OFCDs to the allotees.

In view of the above, the Paid-up Share Capital of the Company was increased from 1,06,36,98,382 Equity shares to 1,07,88,78,382 divided into 1,07,88,78,382 Equity shares of Re. 1 each.

Impact on Equity:

On conversion 16,50,00,00 paid capital increased from 89,86,98,382 to 98,86,98,382. And also on Conversion of 1,51,80,000 Optionally Fully Convertible Debentures (OFCDs) into Equity Shares, the paid-up equity Share Capital of the Company has increased to 1,07,88,78,382.

Redemption/Maturity Date:

The expiry date of 7,50,00,000 convertible warrants was 21st June, 2023. The redemption date of 1,51,80,000 OFCDs if not converted into equity shares was 27th July, 2023.

18. Information on Deviation from Accounting Standards, if any:

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2023-24.

19. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

Not Applicable

20. Registered Office & Plant:

Registered Office:

Plot No. A-5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401, Maharashtra State.

Plant:

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

Plot No. K-3, Additional Murbad Industrial Area, Kudavali Village, MIDC Murbad, Dist. Thane 421 401, Maharashtra State.

21. Address for Correspondence (Corporate Office):

A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg,
Lower Parel, Mumbai 400 013.
Tel. No. +91 22 6291 8111.

Investor Correspondence:

For transfer / dematerialization of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debentures of the Company.

M/s. Bigshare Services Private Ltd

Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093.
Maharashtra
Tel. +91 22 6263 8222/223/236
Fax +91 22 6263 8299
E-mail: investor@bigshareonline.com

Any query on Annual Report

Secretarial Department:

A-2, Madhu Estate, 2nd Floor,
Pandurang Budhkar Marg,
Lower Parel (W), Mumbai 400 013.
Tel. No. 022- 6291 8111
E mail: infoengg@lloyds.in, rahima.shaikh@lloyds.in

22. Confirmation by Board of Directors:

In terms of Schedule V (c) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the declaration of independence received from the Independent Directors of the Company, we are of the opinion that the Independent Directors of the Company fulfills the conditions specified under Regulation 16(b) of Listing Regulations and are Independent of Management.

23. Other Disclosures:

a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

All transactions entered with related parties as defined under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, each as amended, during the year under review were on an arm's length price basis and in the ordinary course of business. These have been approved by the Audit Committee.

The Company has not entered into any materially significant related party transaction that may have potential conflict with the interests of listed entity at large. The policy on dealing with related party transaction is placed on the Company's website at www.lloydsengg.in.

b. Details of non-compliance by the listed entity, penalties, structures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last 3 years:

Our Company is subject to certain compliances and disclosure obligations, under regulations framed by SEBI, since the Equity Shares are listed on the Stock Exchanges in India. Though our Company endeavours to comply with all such obligations, there have been a one (1) instance of delay with compliances / disclosures to the Stock Exchanges or three (3) instances of non-compliance of SEBI Listing Regulations in a timely manner. As set out in table hereunder, we have, received notices of non- compliance of SEBI Listing Regulations from Stock Exchanges, wherein the appropriate penalties levied upon, have been paid by us.

Sr. No.	Name of the Stock Exchange	Notice Received in Non-Compliance of	Amount demanded (Including GST)	Amount paid (After deducting TDS)
1	NSE	Notice received on 20.08.2020 from NSE for Non-Compliance of Regulation 17 (1) (c) of SEBI Listing Regulations for June 2020 and September 2020 Regulation 17 (1) (c): Composition of the Board of Directors of top 1000 listed entities shall be six directors	4,89,700	4,81,400

Sr. No.	Name of the Stock Exchange	Notice Received in Non-Compliance of	Amount demanded (Including GST)	Amount paid (After deducting TDS)
2	NSE	Notice received on 20.08.2021 from NSE for Non - compliance of Regulation 17 (1) of SEBI Listing Regulations for Composition of Board - shortfall in ID if Chairman is not an NED (after appointment of Mukesh Gupta on Board as Chairman of Company and Whole Time Director of the Company with effect from 31st May, 2021)	1,82,900	167400
3	BSE	Notice received on 20.08.2021 from BSE for Non - compliance of Regulation 17 (1) of SEBI Listing Regulations for Composition of Board - shortfall in ID if Chairman is not an NED (after appointment of Mukesh Gupta on Board as Chairman of Company and Whole Time Director of the Company with effect from 31st May, 2021)	3,06,800	2,80,800

c. Details of establishment of Vigil Mechanism, Whistle Blower Policy, and affirmation that no personnel have been denied access to the Audit Committee:

The Company has a Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach the Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

The disclosures reported are addressed in the manner and within the time frames prescribed in the policy. Under the policy, each employee has an assured access to the Ethics Chairman of the Audit Committee. The Whistle Blower Policy is displayed on the website of the Company, viz, www.lloydsengg.in.

d. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all applicable mandatory requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e. Web link where policy for determining material subsidiaries is disclosed:

Not Applicable- As Company is not having any subsidiary.

f. Web link where policy on dealing with Related Party Transactions:

https://www.lloydsengg.in/wp-content/uploads/2022/05/Policy-on-Materiality-of-Related-Party-Transactions-1.pdf

g. Credit Ratings:

Not Applicable

h. Disclosure of Commodity Price Risks and Commodity Hedging Activities:

Not Applicable

i. Green Initiative.

Pursuant to section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronic forms. This Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report alongwith the annexure etc. for the financial year 2023-24 in the electronic mode to the shareholders who have registered their e-mail ID's with the Company and/or their respective Depository Participates (DPS).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in Demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent "Bigshare Services Private Limited".

j. Sexual Harassment of Women at The Workplace:

Your directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has

complied with the provisions relating to the Constitution of Internal Complaints Committee under the aforesaid Act.

K. Particulars of loans given, investments made, guarantee given and securities provided:

The particulars of loans and advances given by the Company during the financial year 2023-24 are stated in Notes to the Audited Financial Statements of the Company as annexed to this Annual Report.

L. Details of material subsidiaries of the listed entity including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

Not Applicable- As Company is not having any Subsidiary

24. Non-compliance of any requirement of corporate governance report of sub-paras mentioned above with reasons thereof shall be disclosed.

There was no non-compliance of any of the provisions applicable to the Company during the year.

25. Disclosure by Key Managerial Personnel about Related Party Transactions:

The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.

26. Disclosure of Accounting Treatment:

The Indian Accounting Standard (Ind-AS) notified under Section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs and the applicable Accounting Standards/ Guidance Notes / Announcements issued by the Institute of Chartered Accountants of India as notified from time to time, have been followed in preparation of the financial statements of the Company.

27. Proceeds from Public Issues, Rights Issues and Preferential Issues etc:

a) Preferential Issue : Convertible warrants

16,50,00,000 Convertible warrants were issued and allotted in the Board Meeting held on 22nd November, 2021 with prior approval of Shareholders in the Extra Ordinary General Meeting held on 12th November, 2021.

1) Out of 16,50,00,000 Convertible Warrants, 9,00,00,000 (Nine Crore only) warrants were converted into Equity shares by the Board of Directors in their meeting held on 19th May, 2022 by way of allotment of 9,00,00,000 Equity Shares of Re. 1 each at an issue price of Rs. 3.86 each (including a premium of Rs. 2.86 each). Further, 25% of allotment money was received before issuance of Convertible warrants i.e. Financial Year 2021-22 & 75% of allotment money was received before allotment of Equity Shares in Financial Year 2022-23.

2) During the year, the remaining 7,50,00,000 Convertible warrants were converted into Equity shares by the Board of Directors in their meeting held on 10th May, 2023 by way of allotment of 7,50,00,000 Equity shares of Re. 1 each at an issued price of Rs. 3.86 each (including a premium of Rs. 2.86 each) to the warrant holders – Lloyds Metals and Minerals LLP and Aeon Trading LLP (promoters of the Company). However, 25% of allotment money was received before issuance of convertible warrants in Financial Year, 2021-22 and 75% of allotment money was received before allotment of Equity Shares in this Financial Year 2023-24.

In view of the above, the Equity share of the Company was increased from 98,86,98,382 to 1,06,36,98,382 divided into 1,06,36,98,382 into Equity shares of Re. 1 each on 10th May, 2023.

b) Preferential Issue: Optionally Fully Convertible Debentures

1,51,80,000 12% of OFCDs were issued in the Board Meeting held on 27th January, 2022 with prior approval of Shareholders in the Extra Ordinary General Meeting held on 24th January, 2022.

During the year, the aforementioned OFCD were converted into fully paid-up Equity Shares in the Board Meeting held on 1st July, 2023 by way of allotment of Equity shares of Re. 1 each at an issue price of 13.65 each (including a premium of Rs. 12.65 each) to the non-promoters allottees who have exercised the option of conversion of OFCDs. However, the allotment money was received by the Company before issuance of OFCDs to the allotees.

In view of the above, the Paid-up Share Capital of the Company was increased from 1,06,36,98,382 Equity shares to 1,07,88,78,382 divided into 1,07,88,78,382 Equity shares of Re. 1 each on 1st July, 2023.

c) Rights Issue:

During the Financial year 2023-24, Company has allotted on 6,34,64,610 Equity shares by the approval of Board of Directors in their meeting held on 18th January, 2024 at a face value of Re. 1/- each at an issue price of

Rs. 15.50 per Equity Share (including Rs. 14.50 premium) aggregating to Rs. 9,837.01 Lakh, to all the Eligible Equity Shareholders in the ratio of 1 Rights Share for every 17 fully paid-up Equity Shares held by the eligible Equity Shareholders of the Company and the issue was fully subscribed.

In view of the above, Paid-up Share Capital of the Company was increased from 1,07,88,98,382 to 1,14,23,62,992 divided into 1,14,23,62,992 Equity Shares of Re. 1/- each on 18th January, 2024.

28. Matters related to Capital Markets:

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the year.

No penalties or strictures have been imposed on the Company by any Stock Exchanges or SEBI or any statutory authority, on any matter relating to capital markets, during the year.

29. Management Discussion & Analysis Report:

The Management Discussion & Analysis Report is a part of Director's Report.

30. Details of Total Fees Paid to the Statutory Auditors:

The details of total fees for all services paid by the Company on a consolidated basis for the Statutory Audit:

(Rs. in Lakh)

Type of Service	2023-24	2022-23
Statutory Audit Fees	2.25	2.25
Tax Audit Fees	0.75	0.75
Certification Charges	0.16	0.14
Total	**3.16**	**3.14**

31. Disclosures with respect to DEMAT Suspense Account/ Unclaimed Suspense Account:

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the listed entity shall disclose the details with respect to Demat Suspense Account/Unclaimed Suspense Account in its annual report, as long as there are shares in the unclaimed suspense account. The details of Lloyds Steels Industries Limited Unclaimed Suspense Account are as follows:

Sr. No	Particulars	Demat	
		No. of Share-holders	No. of Unclaimed Equity Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 1st April, 2023	27,094	40,32,741
2	Number of Shareholders who approached listed entity for transfer of Shares to suspense Account during the year	2	340
3	Unclaimed shares transferred to unclaimed suspense account during the financial year 2023-24	--	--
	Total (1+2+3)	**27,096**	**40,33,081**
4	Number of Shareholders, Number of Unclaimed Equity Shares & Number of shareholders to whom shares were transferred from suspense account during the financial year 2023-24	136	26,614
5	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31st March, 2024 **(1+2+3-4)**	26,960	40,06,467

The voting rights on the shares in the unclaimed suspense accounts as on 31st March, 2024 shall remain frozen till the rightful owners of such shares claim the shares.

32. CEO/CFO Certification:

The Chief Financial Officer and Whole Time Director of the Company have given the certification of Financial Reporting and Internal Controls to the Board in terms of Regulation17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. The requisite Certificate is annexed hereto marked as **'Annexure- I'** and forms part of this report.

33. Independent Director Confirmation

In terms of Schedule V(C)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the declaration of independence received from the Independent Directors of the Company, we are of the opinion that the Independent Directors of the Company fulfills the conditions specified under Regulation 16(b) of Listing Regulations and are independent of Management

34. Compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is annexed hereto marked as 'Annexure-II' and forms part of this report.

35. Certification from Company Secretary in Practice.

M/s. H. Maheshwari & Associates, Practicing Company Secretaries, has issued a Certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI/ Ministry of Corporate Affairs or any such Statutory Authority. The certificate is enclosed with this Report as '**Annexure – III.'**

36. Disclosure of Certain types of agreements binding listed entities which to be disclosed under clause 5A of paragraph A of part A of Schedule 3 of SEBI(LODR),2015.

No Agreements have been entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity.

37. Declaration of Compliance of the Code of Conduct in terms of Schedule V(D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per "Affirmation of Compliance" letters received from the Directors and the Members of the Senior Managerial Personnel of the Company, I hereby declare that Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of

Directors and Senior Management during the Financial year 2023-24.

For and on behalf of the Board
Lloyds Engineering Works Limited
(Formerly known as Lloyds Steels Industries Limited)

Sd/-
Mukesh Rajnarayan Gupta
Chairman

Dated: 2nd May, 2024
Place: Mumbai

Annexure - I

CEO/CFO Certificate

[Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Lloyds Engineering Works Limited
(formerly known as Lloyds Steels Industries Limited)

A. We have financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

   1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

   (1) significant changes in internal control over financial reporting during the year;

   (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-
Mukesh Rajnarayan Gupta
Chairman and Whole time Director

Sd/-
Kalpesh Prakash Agrawal
Chief Financial Officer

Date: 2nd May, 2024
Place: Mumbai

Annexure - II

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members,
Lloyds Engineering Works limited
(previously known as Lloyds Steels Industries Limited)
CIN: L28900MH1994PLCO81235
Plot No.A-5/5, MIDC Industrial Area.
Murbad, Dist. Thane - 421401

We have examined the compliance of conditions of Corporate Governance by Lloyds Engineering Works Limited. ("the Company") for the year ended 31st March, 2024, as prescribed in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and para-C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned LODR

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S Y Lodha and Associates Chartered Accountants
ICAI Reg. No. 136002W

Sd/-
CA Shashank Lodha
Partner M. No. : 153498
UDIN: 24153498BKDHWA3796

Dated: 2nd May, 2024
Place: Mumbai

Annexure - III

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34 (3) and Schedule V Para C Clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I have examined the relevant disclosures provided by the Directors (as enlisted in Table A- Page 2) to **Lloyds Engineering Works Limited (Formerly known as Lloyds Steels Industries Limited)** having **CIN: L28900MH1994PLC081235** and having registered office at Plot no.: Plot No A-5/5 MIDC Industrial Area Murbad Rd, Thane, Maharashtra, India, 421401. (hereinafter referred to as "the Company") for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the MCA Portal i.e., www.mca.gov.in) as considered necessary and based on the disclosures of the Directors, I hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on **31st March, 2024.**

Table A

Sr. No	DIN/PAN	Name	Designation	Date of Appointment
1	00548367	BELA SUNDAR RAJAN	Director	28/01/2016
2	03584302	RAJASHEKHAR MALLIKARJUN ALEGAVI	Director	26/10/2018
3	00028347	MUKESH RAJNARAYAN GUPTA	Whole-time director	31/05/2021
4	09352764	ASHOK KUMAR SHARMA	Director	14/10/2021
5	08648489	LAKSHMAN ANANTHSUBRAMANIAN	Director	24/01/2020
6	02749508	KISHOR KUMAR MOHANLAL PRADHAN	Director	11/09/2020
7	00028301	ASHOK TANDON	Director	15/01/2014
8	00020656	DEVIDAS KASHINATH KAMBALE	Additional Director (Non-executive and Independent)	06/03/2024
9	06726742	SHREEKRISHNA MUKESH GUPTA	Whole-time director	06/03/2024

For H. Maheshwari & Associates Company Secretaries

Sd/-
Hemant Maheshwari
Proprietor
Membership No. 26145
COP. No.: 10245

Date :- 02nd May, 2024
Place :- Thane

Management Discussion and Analysis

Global economic review

Overview: The global economy registered a decline in growth from 3.5% in 2022 to an estimated 3.1% in 2023. Asia is expected to contribute significantly to global growth in 2023-24, despite the weaker-than-expected recovery in China, sustained weakness in USA, rising energy costs in Europe, weak global consumer sentiment due to the Ukraine-Russia war, and the Red Sea crisis resulting in increased logistics costs. A tightening monetary policy translated into increased policy rates and interest rates for new loans.

Growth in advanced economies is estimated to decline from 2.6 percent in 2022 to 1.5 percent in 2023 and further, 1.4 percent in 2024 as policy tightening takes effect. Emerging market and developing countries are projected to report a modest decline in economic growth from 4.1 percent in 2022 to 4.0 percent in 2023 and 2024. Global inflation is projected to decline steadily from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024 on account of a tighter monetary policy coupled with relatively lower international commodity prices. Core inflation is expected to decrease gradually, as inflation is not expected to return to its target until 2025 in most cases. The US Federal Reserve approved a much-anticipated interest rate hike that raising the benchmark borrowing costs to their highest in over 22 years.

Global trade in goods was expected to have decreased by an approximate US$2 trillion in 2023; trade in services increased by an estimated US$500 billion. The average cost of Brent crude oil in 2023 stood at $83 per barrel, a downturn as compared to $101per barrel in 2022. This decrease comes on account of from Russia finding crude oil destinations outside the European Union and global crude oil demand falling short of expectations.

Global equity markets ended 2023 on a strong note, with major global equity benchmarks achieving double-digit returns. This outperformance was driven by a downturn in global inflation, slide in the dollar index, declining crude prices and higher expectations of rate cuts by the US Fed and other Central banks.

Regional growth (%)	2023	2022
World output	3.1	3.5
Advanced economies	1.69	2.5
Emerging and developing economies	4.1	3.8

(Source: UNCTAD, IMF)

Performance of major economies, 2023

United States: Reported GDP growth of 2.5% in 2023 compared to 1.9% in 2022

China: GDP growth was 5.2% in 2023 compared to 3% in 2022

United Kingdom: GDP grew by 0.4% in 2023 compared to 4.3% in 2022

Japan: GDP grew 1.9% in 2023 unchanged from a preliminary 1.9% in 2022

Germany: GDP contracted by 0.3% in 2023 compared to 1.8% in 2022

(Source: PWC report, EY report, IMF data, OECD data, Livemint)

Outlook: Asia is poised to continue leading global growth in 2024-25. Inflation is expected to ease gradually as cost pressures decreases; headline inflation in G20 countries is projected to decline. Amid high inflation and monetary tightening, the global economy has shown resilience as the growth is expected to be stabilized at previous levels over next two years (Source: World Bank).

Indian economic review

Overview: The Indian economy was estimated to grow 7.8 per cent in FY 2023-24 as against 7.2 per cent in FY 2022-23 primarily driven by improved performance in the mining and quarrying, manufacturing and certain segments of the services sector. India has maintained its position as the fifth largest economy in the world. The Indian rupee displayed relative resilience compared to the previous year as the rupee depreciated 0.8% from Rs 82.66 against the US dollar on the first trading day of 2023 to Rs 83.35 on 27th December versus the greenback.

In the 11 months of FY 2023-24, the CPI inflation experienced an average of 5.4 percent with rural inflation exceeding urban inflation. Food inflation experienced a spike on account of lower production and erratic weather. Core inflation, on the other hand, averaged at 4.5 percent, down from 6.2 percent in FY 23, moderated by softening global commodity prices.

India's foreign exchange reserves reached a historic peak of $645.6 billion. The credit quality of Indian companies remained robust from October 2023 to March 2024 on account of deleveraged Balance Sheets, sustained domestic demand and government-led capital expenditure. Rating upgrades continued to surpass rating downgrades in the second half of FY24. UPI transactions in India witnessed a record 56 per cent growth in volume and 43 per cent growth in value in FY24.

Growth of the Indian economy

Particulars	FY 21	FY 22	FY23	FY24
Real GDP growth (%)	-6.6%	8.7	7.2	8.2

E: Estimated

Growth of the Indian economy quarter by quarter, FY 2023-24

	Q1FY24	Q2FY24	Q3FY24	Q4FY24E
Real GDP growth (%)	8.2	8.1	8.4	7.8

(Source: Budget FY24; Economy Projections, RBI projections, Deccan Herald)

India's monsoon in 2023 hit a five-year low, with August marking the driest month in a century. Despite receiving only 94 per cent of its long-term average rainfall from June to September, wheat production estimatedly recorded 114 million tonnes in the 2023-24 crop year due to higher coverage. Rice production was anticipated to decrease to reach 106 million metric tons (MMT) in comparison to 132 million metric tonnes in the previous year. Total kharif pulses produced in 2023-24 stood at an estimated 71.18 Lakh metric tonnes, which is lower than FY 2022-23 due to climatic conditions. As per the first advance estimates of national income released by the National Statistical Office (NSO), the manufacturing sector output is projected to have grown 6.5 per cent in 2023-24 compared to 1.3 per cent in 2022-23. The Indian mining sector experienced an estimated growth of 8.1 per cent in 2023-24 compared to 4.1 per cent in 2022-23. Financial services, real estate and professional services grew a projected 8.9 per cent in 2023-24 compared to 7.1 per cent in FY 2022-23.

Real GDP or GDP at constant prices increased from to Rs 160.71 Lakh Crore in 2022-23 (provisional GDP estimate released on 31st May, 2023) to an estimated Rs. 173.82 Lakh Crore in 2023-24. Growth in real GDP during 2023-24 stood at 8.2 per cent compared to 7.2 per cent in 2022-23. Nominal GDP or GDP at current prices was estimated at Rs 295.36 Lakh Crore in 2023-24 as compared to the provisional 2022-23 GDP estimate of Rs 269.50 Lakh Crore. The gross non-performing asset ratio for scheduled commercial banks improved from 4.1 per cent as of March 2023 to 2.8 per cent as of March 2024.

India's exports of goods and services were expected to reach $900 billion in 2023-24 compared to $770 billion in the previous year despite global headwinds. Merchandise exports were expected to expand between $495 billion and $500 billion, while services exports were expected to touch $400 billion during the year. India's net direct tax collection increased 17.7 per cent to Rs. 19.58 Lakh Crore in FY24. Gross GST collection amounted to Rs 20.2 Lakh Crore, marking an 11.7% increase, with an average monthly collection of Rs 1,68,000 Crore, surpassing the previous year's average of Rs 1,50,000 Crore.

The agriculture sector was grew an estimated 1.8 per cent in 2023-24, lower than the 4 per cent expansion in 2022-23. Trade, hotel, transport, communication and services related to broadcasting segment are estimated to grow at 6.3 per cent in 2023-24, a contraction from 14 per cent in 2022-23. The Indian automobile segment was expected to close FY 2023-24 with a growth of 6-9 per cent, despite global supply chain disruptions and rising ownership costs. The construction sector was expected to grow 10.7 per cent year-on-year from 10 per cent in 2023-23. Public administration, defence and other services were projected to grow by 7.7 per cent in 2023-24 as against 7.2 per cent in FY2022-23. The growth in gross value added (GVA) at basic prices was pegged at 6.9 per cent, down from 7 per cent in 2022-23.

India entered a pivotal phase in its S-curve, marked by rapid urbanisation, industrialisation, increase in household incomes and rising energy consumption. The country emerged as the fifth largest economy with a GDP of US$3.6 trillion and nominal per capita income of Rs. 123,945 in 2023-24.

In FY2023-24, India's Nifty 50 index experienced a 30% growth, propelling India's stock market to become the fourth largest globally with a market capitalisation of US$4 trillion. Foreign investment in Indian government bonds saw a significant increase in the final quarter of 2023. India ranked 63rd out of 190 economies in the ease of doing business, according to the latest World Bank annual ratings. Moreover, India's unemployment rate decreased to 3.2% in 2023, down from 6.1% in 2018.

Outlook: India successfully tackled its global economic challenges in 2023 and is poised to continue as the world's fastest-growing major economy backed by a growing demand, moderate inflation, stable interest rates and robust foreign exchange reserves. The Indian economy is anticipated to surpass USD 4.34 trillion in 2025.

Union Budget FY 2024-25: The Interim Union Budget 2024-25 continued to prioritise capital expenditure spending, comprising investments in infrastructure, solar energy, tourism, medical ecosystem and technology. In 2024-25, the top 13 ministries in terms of allocations accounted for 54% of the estimated total expenditure. Of these, the Ministry of Defence received the highest allocation at Rs 6,21,541 Crore, constituting13% of the total budgeted expenditure of the central government. Other ministries with high allocation included Road transport and highways (5.8%), Railways (5.4%) and Consumer Affairs, food and public distribution (4.5%).

(Source: Times News Network, Economic Times, Business Standard, Times of India)

Global engineering market overview

The engineering services market has grown steadily in recent years and expected to grow from $1147 billion in 2023 to $1188.41 billion in 2024. The engineering services market size is expected to see steady growth in the next few years, likely to grow to $1366.8 billion in 2028 at a compound annual growth rate (CAGR) of 3.6%.

Steady economic growth in developed and developing countries is expected to be a favorable factor for the engineering services sector. The International Monetary Fund (IMF) projects a global real GDP growth of 3.6% from 2021 to 2023, with a focus on Asia and Africa driving this trend. The report highlights that Asia is anticipated to constitute 66% of the global middle-class population by 2030. Consequently, the sustained economic growth in developed and developing nations is contributing to the growth of the engineering services market.

Global nuclear reactor construction is driving this market; during the 28th conference of the parties to the United Nations Framework Convention on Climate Change (UNFCCC) in December 2023 in Dubai, 25 countries (including France, the United Kingdom, and the United States and non-nuclear countries like Albania, Ghana, and Moldavia) pledged to triple the global installed nuclear capacity by 2050.

With an average annual urbanization of 3%, East Asia and Pacific urbanizing the fastest, likely to fuel engineering services growth in the region. The construction management segment accounts for a share of 23% of the global engineering service market and the industrial sector projected for a leading share of 21%. The EU is

urbanised, with nearly 75% of its citizens living in cities and towns and 80% expected to do so by 2050. The US, China, Germany, the UK, and Japan are the largest country markets for Engineering Services. North America tops the global market with 38% market share.

(Sources: Thebusinessresearchcompany, Giiresearch, Worldnuclearreport, Eca.europa.eu, Mordorintelligence, Factmr, Volza)

Indian engineering market overview

India's engineering services market was valued at USD 65.3 billion in 2023 and expected to reach USD 88.77 billion by 2028, growing at a CAGR of 6.35% during the forecast period. Engineering is the largest industrial sector in India, accounting for 27% of the total factories in the industrial sector and representing 63% of foreign collaborations. The demand for engineering sector services is being driven by capacity expansions in industries like infrastructure, electricity, mining, oil and gas, refinery, steel, automobiles, and consumer durables.

FDI inflow for miscellaneous mechanical and engineering industries stood at US$ 4.42 billion between April 2000 and September 2023. Engineering accounted for about 25% of India's total global exports in the goods sector and was one of the largest foreign exchange earners.

India's engineering goods are exported to key markets such as the US, Europe, and China. Engineering exports in FY24 rose to $109.31 billion from $107.04 billion in the previous financial year, thus registering a growth of 2.13 per cent, engineering goods exporters expects the value of shipments from the sector to rise to $300 billion by 2030. North America and the European Union (EU) remained India's top destinations for engineering exports with a share of 20% and 19%. (Sources: Mordorintelligence, IBEF, Businessstandard)

Steel: India is the world's second-largest producer of crude steel, with an output of 125.32 MT of crude steel and finished steel production of 121.29 MT in FY23. The annual production of steel is anticipated to exceed 300 million tonnes by 2030-31. By 2030-31, crude steel production is projected to reach 255 million tonnes. Under the Union Budget 2023-24, the government allocated Rs. 70.15 Crore (US$ 8.6 million) to the Ministry of Steel.

The steel sector's capital expenditure target for FY 2023-24 was Rs. 10,300.85 Crore. Against this target, steel central public sector enterprises achieved a capex of Rs. 5414.51 Crore till November, 2023 (52.6%). In FY2024-25, India plans to increase infrastructure capital expenditure 11.1% year-on-year – to Rs. 11 trillion ($134 million) – that could increase domestic demand for steel. (Sources: IBEF, Pib.gov.in, GMKcenter)

Nuclear power: Some 23 nuclear power reactors are installed in India. The Government initiated steps to increase nuclear power capacity from 7480 MW to 22480 MW by 2031-32. The construction and commission of ten reactors (8000 MW) is underway in Gujarat, Rajasthan, Tamil Nadu, Haryana, Karnataka and Madhya Pradesh.

In addition, the government accorded in principle approval to set up a nuclear power plant in cooperation with the USA at Kovvada in Srikakulam district in Andhra Pradesh. The government aims to build 11,000 MW of new nuclear power generation capacity by 2040, (Sources: Pib.gov.in,Theeconomictimes)

Marine: As per report 2023, in the ship-building sector, the investment multiplier is around 1.82, which means that an infusion of approx. Rs 1.5 Lakh Crore in naval ship-building projects would accrue a circulation of Rs 2.73 Lakh Crore in the ship building sector due to the multiplier effect.

In a major move towards achieving India's goal of becoming the 'Global Hub for Green Shipbuilding' by 2030, GRSE signed a MoU in November 2023 with Shift Clean Energy (Shift), Seatech Solutions International (Seatech) and the American Bureau of Shipping (ABS), to develop electric tugs E-VOLT 50. The E-VOLT 50 aims to reduce carbon emissions.

A plethora of initiatives are being undertaken by the government to boost the shipping industry. The Ministry of Ports, Shipping and Waterways (MoPSW), under the Amrit Kaal vision, has identified a total potential of 1,300 million tonnes per annum (mtpa) of cargo movement through coastal shipping by 2047.Shipbuilding is one of the top priority areas for the MoPSW. In a notable development, three major infrastructure projects worth more than Rs 40 billion were inaugurated in Kochi, Kerala on January 2024.

The Global Maritime India Summit, 2023, one of the largest maritime summits in the world, anchored Rs. 10 Lakh Crore of investment making a significant stride towards achievement of 'Amrit Kaal Vision 2047' of Rs. 80 Tn investment. India plans to invest US$ 82 billion in port projects by 2035. FDI equity inflow in the Port industry is US$ 1.63 billion during the period April 2000 to September 2023. Jawaharlal Nehru Port Trust (JNPT) Special Economic Zone (SEZ) became the first of its kind operational port-based multi-product SEZ in India. (Sources: Pib.gov.in, IndiaInfrastucture, Theeconomictimes, IBEF)

Oil and gas: India's economic growth is related to energy demand. In view of this, the need for oil and gas is projected to increase, making the sector conducive for investment. India retained its spot as the third-largest consumer of oil in the world in 2023.

Oil demand in India is projected to register 2x growth to 11 million barrels per day by 2045. Diesel demand in India is expected to double to 163 MT by 2029-30, with diesel and gasoline covering 58% of India's oil demand by 2045. Consumption of natural gas in India is expected to grow by 25 billion cubic metres (BCM), registering an average annual growth of 9% until 2024. Crude oil imports increased by 5.7% and 0.9% during January 2024 and April-January 2023-24 respectively as compared to the corresponding period of the previous year.

The industry is expected to attract US$ 25 billion investment in exploration and production. India is already a refining hub with 23 refineries, and expansion is planned for tapping foreign investment in export-oriented infrastructure, including product pipelines and export terminals. State-run oil companies made a combined capital spending of Rs. 1,28,000 Crore in 2023-24, a fifth more than the capex target they had set at the beginning of the year and 12% more than the amount they spent the previous year. (Sources: IBEF, Theeconomictimes)

Manufacturing: The Indian manufacturing sector is experiencing a surge in investments, marking a significant milestone in the nation's economic landscape. This has poised India's manufacturing market to reach $1 trillion by 2025-26. India has potential to become a global manufacturing hub and by 2030, it can add more than US$ 500 billion annually to the global economy. According to the Department for Promotion of Industry and Internal Trade (DPIIT), India received a total foreign direct investment (FDI) inflow of US$ 48.03 billion in FY23. One of the initiatives by the Government of India's Ministry for Heavy Industries & Public Enterprises is SAMARTH Udyog Bharat 4.0, or SAMARTH advanced manufacturing and rapid transformation hubs. This is expected to increase competitiveness of the manufacturing sector in the capital goods market. (Sources: IBEF, Businessstandard)

Growth drivers

Urbanization: With urbanization, there is an increasing demand for sustainable and modern infrastructure in cities. This includes the development of smart cities, urban transport networks like metro rail services, and green infrastructure. The estimated urban population could be 590 million people by 2030, the number is rising 2.3 per cent each year.

Connectivity projects: Major projects like Bharatmala, Sagarmala, and the dedicated freight corridors aim to upgrade transportation. These initiatives are providing business opportunities in the area of project development, operations, and logistics. Bharatmala Pariyojana is the largest highway infrastructure programme in India, which aims at the development of 34,800 kilometres of national highway corridors at an investment of Rs 5.35 trillion approved in 2017. Some 15,549 km construction have been completed.

Government support: In the Union Budget 2023-24, the government committed an outlay of Rs. 10 Lakh Crore (US$ 120 billion) during 2023-24 towards infrastructure capital expenditure compared to Rs. 7.5 Lakh Crore (US$ 90 billion) of budgetary estimate during 2022–23.

Investment in R&D sector: Investment in engineering R&D sector is expected to reach USD 6.3 billion by 2025. India's engineering R&D landscape comprises Global Capability Centres (GCCs), Engineering Service Providers (ESPs), start-ups, and India-based manufacturing companies.

Rapid adoption of advance technologies: Modern construction, design and engineering projects have become extremely complex and requires engineers for essential inputs from vivid background along with advance technologies like artificial intelligence, internet of things and IT solutions such as engineering analytics. (Sources: IBEF, Factmr, Urbanet)

Indian Government initiatives

- Capital investment outlay for infrastructure is being increased 33% to Rs. 10 Lakh Crore (USD 122 billion) in 2023-2024, which could be 3.3 per cent of GDP and almost three times the outlay in 2019-20.
- In recent years, there has been an increase in national highway construction pace - from an average of 12 kilometres per day in 2014-15 to around 34 kilometres per day in 2023-24.
- The government launched the National Infrastructure Pipeline (NIP) with a forward-looking approach and with a projected infrastructure investment of around Rs. 111 Lakh Crore (US$ 1.3 trillion), during FY20-25 to provide quality infrastructure. The NIP has 8,964 projects with a total investment of more than Rs. 108 Lakh Crore (US$ 1.3 trillion) under different stages of implementation. Increased construction of National Highways (NHs)/roads over time, with 10,993 km of roads constructed in FY23 as compared to 6,061 km in FY16.
- Total budgetary support for investment in the sector has been increasing rapidly in the last four years and stood at around Rs. 1.4 Lakh Crore (US$ 16.8 billion) during FY23
- Under the Union Budget 2023-24, the government allocated Rs. 70.15 Crore (US$ 8.6 million) to the Ministry of Steel.
- India is currently on the second stage of its ambitious nuclear program. The country is planning to construct 12 new nuclear power reactors by 2024.
- The government allotted the Department of Atomic Energy an increased budget by 10,000 Crore (US$ 1.31 billion) per year for the next 10 years.
- In FY 2023-24, major ports saw substantial investment exceeding Rs. 12,500 Crore through capital infusion, sanctioning and award of public private partnerships.
- AICTE is implementing the Pradhan Mantri Kaushal Vikas Yojna (PMKVY) for technical institutes scheme through AICTE-approved technical institutions. Under this Scheme in the next three years, 10.5 Lakh youth are to be provided engineering Skills. (Sources:IBEF, Aicte-indi)

Company overview

Lloyds Engineering Works Ltd is a customised engineering product and solutions providing company in India. It provides a complete package of engineering solutions by carrying out designing, engineering, manufacturing, fabrication and installation. Its products cover a whole array of categories in heavy equipment, machinery and systems for hydrocarbon sector, oil & gas, steel plant equipments, power plants, nuclear plant and boilers etc. Its facilities have been approved by various authorities like industrial Boiler Regulatory Authority, SGS UK, Petroleum and Explosives Safety Organisation etc. The Company has state-of-the-art manufacturing facilities in Murbad, Thane; the company is headquartered in Mumbai (235 employees as on 31st March, 2024).

The Company caters to the following industries:

Hydrocarbon: Manufacturing and supplying process equipment such as pressure vessels, columns, reactors, heat exchangers, air/gas /liquid dryer packages.

Steel: Fabrication of equipment for steel melting shop, manufacturing equipment in the hot rolling mill and cold rolling ,

ball mills, rotary dryer, WHR Boiler, DRI Plant and other equipment required for iron and steel making.

Nuclear: Lloyds Engineering is registered with BARC (Bhabha Atomic Research Centre) and NPCIL (Nuclear Power Corporation of India) for the supply of equipment based on basic design engineering provided by NPCIL and further design engineering, to be done by company for equipment.

Marine/Defence: The company is engaged in manufacturing and supplying products like a fin stabiliser required to be setup in navy warships and the electro-hydraulic steering gear for marine ships etc.

Ports, jetties and refineries: The company is engaged in the design, engineering and supply of critical components like swivel joints, seals, coupler hydraulic valve etc. It is a leading manufacturer of truck and wagon loading arms for handling different products.

Power: The company is engaged in the design, and manufacture of thermal power plants and equipment in boilers, condensers, heaters etc.

Financial highlights (in Lakh)

(Rs. in Lakh)

Particulars	Standalone	
	FY23-24	FY22-23
Total Income	63,167.61	31,840.61
EBIDTA	10,843.69	5,804.37
EBIDTA margin	17.17 %	18.23%
Interest	416.94	394.16
PAT	7,983.83	3,682.31
PAT margin	12.64 %	11.56%
Basic EPS (Rs.)	0.74	0.38
Diluted EPS (Rs.)	0.73	0.35

Details of significant changes in key financial ratios

Particulars	FY2024	FY2023
Debtors' turnover	6.90	16.06
Inventory turnover	5.76	3.83
Interest Coverage Ratio	25.04	15.22
Current Ratio	3.21	1.85
Debt-Equity Ratio	0.18	0.27

Debtors' turnover ratio: The ratio has decreased over the previous year on delay in collection.

Inventory turnover ratio: The ratio has improved because of better inventory management.

Interest coverage ratio: During the year, cash flow from operations improved and interest cost declined on account of repayment. Hence, the ratio improved.

Current ratio: Current ratio improved on account of better working capital management.

Debt-equity ratio: The company remains debt-free.

Risk & concerns

The Banks are cautious in their lending to the Corporate Sector perhaps on account of large Non-Performing Assets (NPA). This has impacted the investment by Public and Private Corporate Sectors in their expansion plans. Margins in the Engineering Industry continue to be under pressure. We are continuously up-grading our skills, modernization, and cost saving. Risk and concerns are being addressed on a continuous basis. The business has weathered the challenges posed by the COVID-19 pandemic by adopting safe working practices, encouraging work from home whenever needed, increasing the virtual meetings, virtual audits and inspections, online approvals amongst other measures. The Company's strong financial statements & negligible financial leverage is advantageous to get benefit of the Risk faced by most of the industries.

Internal control system and audit

The Company believes in systematic working and placing appropriate internal control systems and checks. Proper checks and systems are in place and regular reviews are held by the Head of Department and Senior Management to check that the systems and controls are adhered. The reviews also prescribe changes wherever required. The efficiency of Internal Control Systems is ensured as a combined result of the following activities:

1. Operational performance is reviewed in the Works as well as in the Corporate Office by the Senior Management through daily follow-up/weekly meetings.
2. Performance of each function is closely monitored by the Head of Department and Senior Management through daily/ weekly/monthly review meetings. Reviews of all independent functions are regularly undertaken. Cross functional activities are periodically reviewed.
3. Various policies are introduced from time to time to ensure effective functioning of various departments, such as Business Development, Projects, Procurement, Commercial, Finance, HR, etc.
4. Great care is taken at the time of estimation so that we are not only competitive but also, to add positive contribution towards the growth of the Company.
5. The Internal Auditors of the company conducts Financial, Operational and Management Audit of various functions and areas covered under Page [] of the Annual Report 2023-24. Their reports are placed before the Audit Committee / Board and appropriate actions as deemed fit are initiated based on the reports.

6. The Audit Committee / Board also oversees financial systems, procedures and internal controls and competent to call for any information/document from any department/ function.

Human Resources and industrial relations

Human Resources Department (HRD) works continuously for maintaining healthy working relationship with the workers and other staff members. The underlying principle is that workers and staff at all levels are equally instrumental for attaining the Company's goals. The various functions are continuously strengthened by appropriate recruitment. Groups of Graduate Engineers are recruited every year & the Training programs are regularly conducted to update their skills and apprise them of latest techniques. The low attrition rate signifies healthy working relationship of employer and employee. Senior Management is easily accessible for counseling and redressal of grievances if any. The HR Department strives to maintain and promote harmony and co-ordination amongst Workers, Staff and Members of the Senior Management. The Company has framed an Employee Stock Option Scheme (ESOP) with rules and regulations as an incentive to employees to increase productivity at all levels. The Industrial Relations in the Company's Units located at Murbad as well as in the Work Sites during the year under review was cordial.

Cautionary statement

The Management Discussion and Analysis describe Company's projections, expectations or predictions and are forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government Regulations, Tax Regimes, Economic Developments, the Covid-19 pandemic, and other related and incidental factors.

Annexure - D

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.

1. CONSERVATION OF ENERGY:

Murbad Works of the Company adopts a cautious approach in power and fuel consumption by optimizing the operation of shifts which has an impact of conservation of strict fuel consumption measures.

2. TECHNOLOGY ABSORPTION:

The Company closely monitors the various Technology Developments relevant to its business and keep absorbing such developments for up gradation and improvisation of its Manpower and Machinery.

During the Financial Year, details of Agreement entered for Technology Development are as follows:

The Efforts made towards Technology Absorption	The Company has entered into an Agreement with **The Material Works Limited (TMW) USA** for Design, manufacture and supply of EPS Gen 4 cells exclusively in India and Bangladesh and to any other countries as mutually decided by the parties. TMW shall provide a license and rights to its EPS Gen 4/any latest Technology (along with the Patented Technology) and provide related technical support services to the Company, according to the terms agreed upon.	Agreement with **TB Global Technologies Ltd (hereinafter referred as 'TBG')**, a corporation organized and existing under the laws of Japan and having its registered office at 28F Kyobashi Edogrand, 2-2-1 Kyobashi, Chuo- ku. Tokyo. Japan. Agreement covers for promotion, manufacturing, sales, installation and maintenance of the products and services agreed to be introduced / sold under the mutually agreed brand name "LLOYDS TB-NIIGATA" (e.g. Non-Cryogenic MLA manufacturing Agreement" "Non-Cryogenic MLA Distribution Agreement" for TBG's products that are planned to be concluded between the parties in future). The Brand name "LLOYDS TB-NIIGATA" to be used in business promotion/marketing communication and wherever required during the tender/sales & marketing process and procedures. To enter/ undertake /execute various mutual business transactions/ arrangements and in particular to exclusively promote, manufacture, sell, install and maintain the products agreed between TBG and LEWL exclusively in the Republic of India.
The Benefits Derived Like Product Improvement, Cost Reduction, Product Development or Import Substitution	Design, manufacture and supply EPS Gen 4 cells with the following support from TMW: a) All ongoing design improvements b) Technical training c) Access to all TMW marketing material d) Sales training and support Normally cleaning surface of any steel requires pickling and that requires Acid which has lots of environmental issues to dispose off the spent acid. This technology eliminates the need of any acid and is completely environment friendly. All the grit material used is completely recyclable and there is zero effluent discharge except steel scrap which can be used for steel making. Eco pickling also	The Company shall manufacture, sell, install, and maintain products as defined by TBG exclusively in the Republic of India which will be beneficial for the growth of the Company. Both parties shall promote business activities in wide range of areas in co-operation with each other. TBG-NIIGATA is a renowned manufacturer of Marine Loading Arms, Truck/Rail Loading Arms and Floating Roof systems and has a technologically superior product. The main objective of this agreement is to increase the local manufacturing content in India so as to enable LEWL to qualify as Class 1 bidder as per classification of Atmnirbhar policy of the Govt of India.

	eliminates need of oiling on the pickled surface. LEWL in future is poised to completely localise the EPS with the help of its state-of-the-art manufacturing facility. For clients, considerable CAPEX and OPEX benefits are envisaged.	
In Case of Imported Technology (Imported During the Last Three Years Reckoned from The Beginning of The Financial Year)-	In Case of Imported Technology (Imported During the Last Three Years Reckoned from The Beginning of The Financial Year)-	In Case of Imported Technology (Imported During the Last Three Years Reckoned from The Beginning of The Financial Year)-
A. The Details of Technology Imported	As per the Agreement the technology shall be imported in four years and the it shall be provided to LEWL as and when the payment is made and license for the same shall be renewed as per the Memorandum of Understanding.	Technology not imported yet but expected to start by the end of current Financial Year 2024-25.
B. The Year of Import	NA	NA
C Whether The Technology Been Fully Absorbed;	Shall be absorbed eventually as and when it is received	NA
D. If not fully Absorbed, areas where absorption has not taken place, and the Reasons thereof; And	NA	NA
The Expenditure Incurred on Research and Development.	NA	NA

3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(Rs. in Lakh)

Account Head	2023-24	2022-23
Earnings:		
Technical Consultants	--	26.06
Technical Assistance	--	-
FOB Value of Exports	--	-
Outgo:		
Travelling	79.24	41.89
Raw Materials, Stores and Spares	603.71	338.20
Engineering and Design	19.85	
Technical and Professional Charges	15.22	
Membership & Subscription	--	
Capital Expenditure	832.00	86.39
Repairs & Maintenance – Plant & Machinery		--
Business/Sales Promotion Expenses		
Bank Charges	0.06	--

For and on behalf of the Board
Lloyds Engineering Works Limited
(Formerly known as Lloyds Steels Industries Limited)

Sd/-
Mukesh Rajnarayan Gupta
Chairman

Dated: 2nd May, 2024
Place: Mumbai

Annexure - E

Form No. MR-3
Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 , Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as per Regulation 24A (1) of SEBI(LODR),2015.]

To,
The Members,
Lloyds Engineering Works Limited
(formerly known as Lloyds Steels Industries Limited)
Plot No A-5/5, MIDC Area, Murbad Road,
Thane-442505, Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lloyds Engineering Works Limited CIN: L28900MH1994PLC081235,** having its registered office at Plot No. A-5/5 MIDC Industrial Area Murbad Road, Thane-421401, Maharashtra, India and its corporate office at A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Maharashtra, India (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2024** according to the provisions of:

i. The Companies Act, 2013 ("the Act") and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

e. The Securities and Exchange Board of India (Depository and Participants) Regulations 2018;

f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(There were no events requiring compliance during the audit period)**

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(There were no events requiring compliance during the audit period)**

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(There were no events requiring compliance during the audit period)**

j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. The Management has identified and confirmed the following laws as specifically applicable to the Company:

1. Payment of Gratuity Act, 1972;
2. Maternity Benefits Act, 1961;
3. Negotiable Instrument Act, 1881;
4. Income Tax Act, 1961 and Indirect Tax Law;
5. Indian Stamp Act, 1999;
6. Electricity Act, 2003;
7. The Environment (Protection) Act, 1986;
8. The Payment of Bonus Act, 1965;
9. Employers State Insurance Act, 1948;
10. Employees Provident Fund and Misc. Provisions Act, 1952;
11. The Minimum Wages Act, 1948;
12. The Payment of Wages Act, 1936;
13. The Factories Act, 1948;
14. The Apprentices Act, 1961;
15. Water (Prevention & Control of Pollution) Act, 1974 and rules thereunder;
16. Air (Prevention & Control of Pollution) Act, 1981 and rules thereunder;
17. Goods and Service Tax.

I have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards with regard to Meeting of the Board of Directors (SS-1), General Meeting (SS-2), Secretarial Standard on Dividend (SS-3) and Secretarial Standard on Report of the Board of Directors (SS-4) issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with Stock Exchange(s) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I report that:

- The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation in the meeting.
- The decisions of the Board Meetings were carried out with requisite majority.
- As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including actions for corrective measures, wherever found necessary.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report during the audit period, the Company had following specific events/actions having a major bearing on the Company's affairs:

i. Allotment of equity shares pursuant to conversion of warrants.

The Board of the Directors of the Company has approved allotment of 7,50,00,000 Equity Shares of the Company to Promoter / Promoter Group pursuant to conversion of warrants as on 10th May, 2023.

ii. Issue and Allotment of equity shares on rights basis.

Issue: The Board of the Directors of the Company during its Board Meeting held on 14th June, 2023, has approved an issue of equity shares on rights issue basis with a face value of Re. 1.00/- each to its existing shareholders.

Allotment: The Board of the Directors of the Company during its Board Meeting held on 18th January, 2023, has approved the allotment of 6,34,64,610 fully paid-up Equity Shares with a face value of Re. 1.00/- per share at a price of Rs.15.50/- per share on right Issue basis, inclusive of a premium of Re. 1.00/- per share.

iii. Allotment of equity shares pursuant to conversion of optionally fully convertible debentures ("OFCDS")

The Board of the Directors of the Company during its Board Meeting held on 14th June, 2023, has approved the allotment of 1,51,80,000 Equity Shares with a face value of Re. 1.00/- each at a premium of Rs. 12.65/- per share to the Debenture holders who opted for the conversion of 1,51,80,000 OFCDs in a 1:1 ratio.

iv. Investment in Lloyds Infrastructure and Construction Limited (LICL)

The Company invested in Lloyds Infrastructure and Construction Limited (LICL) through a subscription to the Memorandum of Association of the Company, resulting to

LICL's becoming as an Associate Company effective from 13th September, 2023. Thereafter, the Company has transferred 12.25% shares of LICL to Lloyds Enterprises Limited and 0.5% shares of LICL to Mahaprabhu Ventures Private Limited on 28th March, 2024.

In view of the above, Lloyds Infrastructure and Construction Limited is not an Associate of the Company.

v. Allotment of Equity Shares under Employee Stock Option Scheme 2021 ("ESOP Scheme")

The Company has allotted 20,000 Equity Shares pursuant to Nomination and Remuneration Committee meeting ("NRC") approval on 20th October, 2023 and 22,66,500 Equity Shares pursuant to NRC meeting approval on 6th March, 2024.

For Mitesh J. Shah & Associates
(Company Secretaries)

Sd/-
Mitesh Shah
Proprietor
FCS No.: 10070
C. P. No.: 12891
Peer Review Certificate No. 1730/2022
UDIN: F010070F000292440

Date: 2nd May, 2024
Place: Mumbai

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure - A

My report of even dated is to be read along with this letter:

Management's Responsibility Statement

i. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

Auditor's Responsibility Statement

ii. I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.

iii. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

v. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.

vi. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

vii. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.

For Mitesh J. Shah & Associates
(Company Secretaries)

Sd/-
Mitesh Shah
Proprietor
FCS No.: 10070
C. P. No.: 12891
Peer Review Certificate No. 1730/2022
UDIN: F010070F000292440

Date: 2nd May, 2024
Place: Mumbai

Annexure - F

Details Pertaining to Remuneration as Required Under Section 197(12) of the Companies act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 are as under:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/ KMP ` for Financial Year 2023-24 (in)	% Increase in Remuneration in the Financial Year 2023-24	Ratio of Remuneration of each Director/ to median remuneration of employees
1.	*Shreekrishna Mukesh Gupta	12,82,556	0.00	
2.	Mr. Mukesh Rajnarayan Gupta, Chairman & Whole Time Director	1,00,00,008	0	46.67
3.	Mr. Kalpesh Prakash Agrawal, Chief Financial Officer	32,96,927	27.49	`NA
4.	**Meenaskshi Ankit Pansari, Company Secretary	3,99,974	NA	
5.	***Ms. Rahima Shabbir Shaikh, Company Secretary and Compliance Officer	5,31,964	NA	

*Shreekrishna Mukesh Gupta was appointed as a Whole Time Director in the Board Meeting held on 6th March 2024 and thereafter his appointment was approved on 28th May 2024 by the Members via Postal Ballot as his tenure starting from 6th March 2024 till 28th September 2028.

**Mrs. Meenaskshi Ankit Pansari tendered her resignation from the Office of Company Secretary and Compliance Officer in the Board Meeting held on 7th August, 2023 and she held the office till closure of business hours of 10th August, 2023.

***Ms. Rahima Shabbir Shaikh was appointed as a Company Secretary and Compliance Officer from 11th August, 2023 in the Board Meeting held on 7th August, 2023.

Note : Except Key Managerial Personnel i. e. Whole Time Directors, Chief Financial officer and Company Secretary, no other directors received any remuneration from the Company other than sitting fees for attending Board Meetings and Committee Meetings.

(ii) The median remuneration of employees of the Company during the financial year was **Rs. 3,93,207.50**

(iii) The percentage decrease in the median remuneration of employees in the financial year is **11.28** percent.

(iv) There were 235 permanent employees on the rolls of Company as on 31st March, 2024.

(v) The average percentile increase made in the salaries of employees other-than the Managerial Personnel in the last year was **10.81%.** However, there were event-based compensation revisions/Promotions. There was no overall increase in the Managerial Remuneration compared to previous financial year.

(vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Information as per Rule 5(2) & 5(3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Top 10 employees in terms of remuneration drawn during the year:

Sr. No.	Name	Designation / Nature of Duties	Age (in years)	Remuneration	Qualification	Experience (in years)	Commencement of Employment	Last Employment held	Percentage of equity shares held by the employees
1	*Shreekrishna Mukesh Gupta	Executive Vice President *Whole Time Director	32	1,70,47,754 12,82,556	BMS	9	01-01-2019	Lloyds Luxuries Ltd	NA
2	Mukesh Rajnarayan Gupta	Chairman and Whole Time Director	66	1,00,00,008	B. Com	41	31-05-2021	Indrajit Properties Limited	7512 (00.00)
3	Sudhir Kumar Dwivedi	Chief Operating Officer – Engineering Division	58	64,57,678	BE - Industrial	34	29-07-2020	ISGEC Heavy Engineering Limited	NA
4	Sameer Tawade	Chief Operating Officer - Civil & Construction	52	56,95,511	BE - Construction	23	03-05-2021	CEO - Qualixa Turnkey Projects Pvt. Ltd.	NA
5	Saiprasad Gangishetti	Vice President - Marketing & Contracts	60	37,62,967	BE Electrical/ MBA - Marketing	34	03-07-2017	Jindal Steel Power Limited	NA
6	Kalpesh Prakash Agrawal	Chief Financial Officer	44	32,96,927	B. Com / CA	20	01-04-2020	Lloyds Metals and Energy Limited	NA
7	Sreekumar Nair	Vice President- Operations	52	32,86,107	D.M.E. ASNT LEVEL II PT & RT	37	01-01-2022	Tecnicas Reunidas Engineers India Private Limited	
8	Shreekant Vijay Nagraj	General Manager - Projects & Marketing	61	24,05,128	BE Electrical	37	13-06-1994	NELCO	517(0.00%)
9	Senthil Kumar	General Manager	48	27,48,643	BE mechanical	25	07-09-2022	Ashwini Engineering	
10	Naib Singh	General Manager Operations	58	27,23,011	Diploma Mechanical, BTECH TQM & Engineering 2009	33	23-01-2023	ISGEC Heavy Engineering limited	

(*) Mr. Shreekrishna Gupta was appointed as a Whole Time Director on the Board Meeting held on 6th March, 2024 and thereafter his appointment was approved on 28th May, 2024 by the Members via Postal Ballot as his tenure starting from 6th March, 2024 till 28th September, 2028.

Notes:

1. Details of Employees who were:

(A) Employed throughout the Financial Year under review and in receipt of remuneration for the Financial Year in the aggregate of not less than Rs.1,02,00,000/- per annum.

Sr. No.	Name	Designation	Age (in years)	Remuneration	Qualification	Experience (in years)	Last Employment Held	Commencement of Employment	Percentage of equity shares held by the employees
1	*Shreekrishna Mukesh Gupta	Executive Vice President *Whole Time Director	32	1,70,47,754 12,82,556	BMS	9	Lloyds Luxuries Limited	01-01-2019	NA

*Mr. Shreekrishna Mukesh Gupta is a son of Mr. Mukesh Rajnarayan Gupta Chairman and Whole Time Director of the Company. He was appointed as a Whole Time Director in the Board Meeting held on 6th March, 2024 and thereafter his appointment was approved on 28th May, 2024 by the Members via Postal Ballot as his tenure starting from 6th March, 2024 till 28th September 2028.

(B) Employed for part of the Financial Year under review and in receipt of remuneration at the rate of not less than Rs. 8,50,000/- per month - **None**

2. There was no other employee either employed throughout the financial year or part thereof who was in receipt of remuneration which in the aggregate was in excess of that drawn by the Managing Director or Whole-time Director and who held by himself or along with his spouse or dependent children's two percent or more of the Equity Shares of the Company.

3. No employee is related to any of the Director of the Company except Mr. Shreekrishna Gupta who is son of Mr. Mukesh Rajnarayan Gupta, Chairman and Whole Time Director.

For and on behalf of the Board of Directors
Lloyds Engineering Works Limited
(formerly known as Lloyds Steels Industries Limited)

Sd/-
Mukesh Rajnarayan Gupta
Chairman

Dated: 2nd May, 2024
Place: Mumbai

Annexure - G

Related Party Transactions
Form No. AOC - 2

(Pursuant to clause (h) of subsection (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions not at Arm's length basis for the year ended 31st March, 2024.

2. Details of material contracts or arrangement or transactions at arm's length basis.

Name of the party with which contract is entered	Nature	Duration	Amount (Rs.)	Date of Approval	Amount paid as Advance
Lloyds Metals and Energy Limited (LMEL)	Sale of Supply/ Purchase/ Service Orders	As per various Sale/ Supply/ Purchase/ Service Orders/ Contracts	1000 Crore	27.04.2023	-
Hemdil Estates Private Limited	Leave and License Agreement	5 years	60 Lakh	22.07.2021	-
Mr. Shreekrishna Mukesh Gupta	Place of Profit	As per employment terms with the Company	16 Lakh p.m.	31.05.2021	-
Mr. Rajashekhar Mallikarjun Alegavi	Technical Consultancy services	Up to 31.03.2024	1 Crore	27.04.2023	-
Trofi Chain Factory Private Limited	Availing Canteen Services	Up to 31.03.2024	50 Lakh	07.08.2023	-
ICASA TRADING COMPANY PRIVATE LIMITED	Infrastructure Services for availing Canteen Services	Up to 31.03.2024	5 Crore	27.04.2023	-
Lloyds Enterprises Limited	Procurements of steel or any other raw material	As per various Sale/ Supply/ Purchase/ Service Orders/ Contracts	100 Crore	27.04.2023	-
Lloyds Infinite Foundation	Sale of goods or Supply of Services	For FY 2023-24 & 2024-25	51 Crore	02.02.2023	-

For and on behalf of the Board
Lloyds Engineering Works Limited
(Formerly known as Lloyds Steels Industries Limited)

Sd/-
Mukesh Rajnarayan Gupta
Chairman
DIN:00028347

Dated: 2nd May, 2024
Place: Mumbai

Annexure - H

Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]

1. Brief outline on CSR Policy of the Company:

It is the Company's intent to make a positive difference to society. Corporate Social Responsibility (CSR) is the responsibility of the corporate entity towards the society in consideration of the support given and sacrifices made by the society by sharing part of its profit for the betterment of society

2. Composition of CSR Committee:

Sr. No.	Members	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Mukesh Rajnarayan Gupta - Whole Time Director	Chairman	1	1
2.	Mr. Ashok Kumar Sharma - Independent Director	Member	1	1
3.	Mr. Kishor Kumar Mohanlal Pradhan - Independent Director	Member	1	1

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:

The details and the web-links, where such details can be accessed are given hereunder:

Details	Web-Links
Composition of CSR committee	https://www.lloydsengg.in/key-people/
CSR Policy	https://www.lloydsengg.in/wp-content/uploads/2023/06/Corporate-Social-Responsibility-CSR-Policy.pdf
CSR projects	https://www.lloydsengg.in/csr/

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of section 135: Rs. 2150.75 Lakh for the preceding three financial years.

(b) Two percent of average net profit of the Company as per sub-section (5) of section 135: Rs. 43.02 Lakh

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: N.A.

(d) Amount required to be set-off for the financial year, if any: 8.32 Lakh

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 34.70 Lakh

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 36 Lakh (No amount was spent on Ongoing Project)

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: N.A.

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 36 Lakh

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (In Lakh)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
36 Lakh	Not Applicable				

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in Lakh)
i.	Two percent of average net profit of the Company as per sub-Section (5) of Section 135	43.02
ii.	Total amount spent for the Financial Year	36.00
iii.	Excess / (Shortfall) amount spent for the Financial Year [(ii)-(i)]	(7.02)
iv.	Excess amount carry forwarded from previous Financial Year in this Financial Year	8.32
v.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	00
vi.	Amount available for set-off in succeeding Financial Years [(iii)-(iv)]	1.30

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-Section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-Section (6) of Section 135	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-Section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount	Date of Transfer		
Not Applicable								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year If Yes, enter the number of Capital assets created/acquired: **Not applicable**

   Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per sub-section (5) of Section 135: **Not Applicable**

For and on behalf of the Board
Lloyds Engineering Works Limited
(Formerly known as Lloyds Steels Industries Limited)

Sd/-
Mukesh Rajnarayan Gupta
Whole Time Director and Chairman – CSR Committee
DIN: 00028347

Dated: 2nd May, 2024
Place: Mumbai

Annexure - I

Compliance Certificate

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
Lloyds Engineering Works Limited
(formerly known as Lloyds Steels Industries Limited)
Plot No A-5/5, MIDC Area, Murbad Road,
Thane-442505, Maharashtra, India.

I Mitesh J. Shah, Company Secretary in Practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 27th April, 2023 by the Board of Directors of Lloyds Engineering Works Limited CIN: L28900MH1994PLC081235, having its registered office at Plot No. A-5/5 MIDC Industrial Area Murbad Road, Thane-421401, Maharashtra, India and its corporate office at A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Maharashtra, India (hereinafter called "the Company").

This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as **"the Regulations'**), for the year ended 2023-24.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented **"Lloyds Steels Industries Limited Employee Stock Option Plan 2021"** in accordance with the Regulations and the Special Resolution(s) passed by the members of the Company on 24th January, 2022.

For the purpose of verifying the compliance of the Regulations, I have examined the following:

1. Scheme(s) furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting;
5. Minutes of the meetings of the Nomination and Remuneration Committee;
6. Relevant Accounting Standards as prescribed by the Central Government;
7. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee and further by the Board;
8. Bank Statements towards Application money received under the scheme(s);
9. Valuation Report;
10. Exercise Price / Pricing formula;
11. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
12. Disclosure by the Board of Directors;
13. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder.

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the **"Lloyds Steels Industries Limited Employee Stock Option Plan 2021**" in accordance with the applicable provisions of the regulations and resolution(s) of the Company passed through postal ballot.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For Mitesh J. Shah & Associates
(Company Secretaries)

Sd/-
Mitesh Shah
Proprietor
FCS No. 10070
C. P. No. 12891

Date: 2nd May, 2024 **Peer Review Certificate No. 1730/2022**
Place: Mumbai **UDIN: F010070F000292583**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure - A

My report of even dated is to be read along with this letter:

Management's Responsibility Statement

i. Maintenance of scheme is the responsibility of the management of the Company. My responsibility is to express only an opinion on them.

Auditor's Responsibility Statement

ii. I have followed the practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of this certificate. The verification was done on evidence basis to ensure that correct facts are reflected in records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.

iii. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

iv. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures.

For Mitesh Shah & Associates
(Company Secretaries)

Sd/-
Mitesh Shah
Proprietor
FCS No.: 10070
C. P. No.: 12891
Peer Review Certificate No. 1730/2022
UDIN: F010070F000292583

Date: 2nd May, 2024
Place: Mumbai

Annexure - I

Business Responsibility & Sustainability Reporting Format

SECTION A : GENERAL DISCLOSURE

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L28900MH1994PLC081235
2.	Name of the Listed Entity	Lloyds Engineering Works Limited (formerly known as Lloyds Steels Industries Limited)
3.	Year of Incorporation	1994 (Date of Incorporation : 19th September, 1994)
4.	Registered office address	Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane – 421 401
5.	Corporate address	A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel (W), Mumbai 400 013
6.	Email	infoengg@lloyds.in
7.	Telephone	022 6291 8111
8.	Website	www.lloydsengg.in
9.	Financial Year for which reporting is being done	2023 -24
10.	Name of the Stock Exchange(s) where share is listed	NSE (National Stock Exchange of India Limited) and BSE Limited (formerly Bombay Stock Exchange)
11.	Paid-up Capital	Rs. 1,14,46,29,492
12.	Name and the contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Deepak Obhan - Vice President – HR Email id: Deepak.obhan@lloyds.in Phone: 9821650707
13.	Reporting boundary	Standalone
14.	Name of assurance provider	SGS India Private Limited
15.	Type of assurance obtained	ISO 9001: 2015 & ISO 45001

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the entity
1.	Design, Engineering, Manufacturing and Supply of Process Equipment and systems and turnkey plants		94.10%
2.	Trading in steels products		5.90%

17. Products/Services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/Service	NIC Code	% Of total turnover contributed
1.	Design, Engineering, Manufacturing and Supply of Process Equipment, Packages and LSTK Projects	2829	94.10%
2.	Wholesale of metals and metal ores	46620	5.90%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity situated:

Location	Number of plants	Number of offices	Total
National	8	4	12
International	Nil	Nil	Nil

19. Markets served by the entity:

a. Number of Locations

Location	Number
National (No. of States)	28
International (No. of Countries)	Seeking Opportunities in international market

b. What is the contribution of exports as a percentage of the total turnover of entity? – Nil

c. A brief on types of customers

Company Deals with Customers from various segment of industries such as hydrocarbon, chemicals, minerals, steel/power plants, marine industry etc.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1.	Permanent (D)	235	221	94.04%	14	5.95%
2.	Other than Permanent (E)	7	6	85.71%	1	14.28%
3.	**Total Employees (D + E)**	242	227	93.80	15	6.20%
	WORKERS					
4.	Permanent(F)	42	42	100	-	-
5.	Other than Permanent (G)	135	135	100	-	-
6.	**Total Workers (F + G)**	177	177	100	-	-

b. Differently abled Employees and workers:

There are no differently abled employees or workers.

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9	1	11.11
Key Management Personnel	2	1	50.0

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Particulars	FY 2023 – 24 in % (Turnover rate in current FY)			FY 2022 – 23 in % (Turnover rate in previous FY)			FY 2021 – 22 in % (Turnover rate in previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	12.98	2.27	15.25	19.44	9.09	28.53	-	-	-
Permanent Workers	4.54	-	4.54	-	-	-	-	-	-

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Name of holding / subsidiary / associate companies / joint venture

S. No.	Name of the Holding / Subsidiary / associate / companies / Joint ventures (A)	Indicate whether Holding / Subsidiary / Associate / Joint venture	% of shares held by listed - entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity?
1.	Lloyds Enterprises Limited (formerly known as Shree Global Tradefin Limited)	Holding Company	*0	No
2.	**Lloyds Infrastructure and Construction Limited	Ceases to be Associate Company on 28th March, 2024	12.25%	No

* Lloyds Enterprises Limited being the Holding Company of the Listed entity holds shares in the Listed entity.

**For full details please refer Clause 17 of Board's Report

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **(Yes/No) - Yes**

(ii) Turnover (in Rs.) – 624.24 Crore

(iii) Net worth (in Rs.) – 411.20 Crore

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder Group from whom complaint is received	Grievance Redressal Mechanism in place (yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023 -24 Current Financial Year			FY 2022 -23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	-	-	-	-	-	-	-
Investors (Other than Shareholder)	-	-	-	-	-	-	-
Shareholders	-	-	-	-	-	-	-
Employees and Workers	-	-	-	-	-	-	-
Customers	-	-	-	-	-	-	-
Value Chain Partners	-	-	-	-	-	-	-
Other (please specify)	-	-	-	-	-	-	-

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along – with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether the risk or opportunity (R/O)	Rationale for identifying risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive and negative implications)
1.	Motivation of Employees and Workers	O	-	-	Positive
2.	Health and Safety	R	-	Company is certified for ISO45001 which follows international standards for improvements in Health and Safety	Negative
3.	Business ethics	R	-	Company has a whistle blower policy for Employees and Workers.	Negative
4.	Sustainable Supply chain.	R	-	Contract with the contractors/vendors include compliance with Labour and Industrial laws, ESIC, Safe working procedure, Group insurance policy etc.	Negative
5.	Customer Satisfaction	O	-	-	Positive
6.	Corporate Governance	R	-	Policy review and updating, Regular Board reviews	Negative
7.	Skilled Manpower	R	-	Regular skill upgradation of workers with on-the-job training in different skill areas.	Negative

SECTION B : MANAGEMENT AND PROCESS DISCLOSURES

P 1 **Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

P 2 **Businesses should provide goods and services in a manner that is sustainable and safe.**

P 3 **Businesses should respect and promote the well-being of all employees, including those in their value chains.**

P 4 **Businesses should respect the interests of and be responsive to all its stakeholders.**

P 5 **Businesses should respect and promote human rights.**

P 6 **Businesses should respect and make efforts to protect and restore the environment.**

P 7 **Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

P 8 **Businesses should promote inclusive growth and equitable development.**

P 9 **Businesses should engage with and provide value to their consumers in a responsible manner.**

This section is aimed at helping businesses demonstrate then structures, policies, and processes put in place toward adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the board (Yes/ No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web link of the Policies, if available	https://www.lloydsengg.in/policies/								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the National and international codes/ certifications/labels/standards (e.g. Forest Stewardship Council, Fair-trade, Rainforest Alliance, Trustea) Standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 45001	ISO 45001 ISO 9001: 2015	ISO 45001 ISO 9001: 2015	-	Indian labour codes		ISO 45001 ISO 9001: 2015		ISO 9001: 2015
5. Specific Commitments, goals and targets set by the entity with defined timelines, if any	-	-	-	-	-	-	-	-	-
6. Performance of the entity against the specific commitments, goals and targets along-with reason in case the same are not met.	-	-	-	-	-	-	-	-	-

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

   Company is in the design and manufacture of Process Equipment and Systems and turnkey projects. This business, especially, manufacturing, has an impact on the environment in terms of energy consumption. Given the strong growth aspiration of the Company, the biggest challenge is to balance the growth while minimizing its impact on the environment.

   Energy transition from fossil fuels to green energy is a trend globally and the Company intends to reduce its presence across the fossil fuel space and move to green energy. The Company's aim, as it grows, is to make use of renewable energy across its operations.

   The Manufacturing and turnkey projects business is very labour intensive, and the availability of skilled labour has become a challenge. This challenge could increase over time as India increases its thrust on infrastructure development. Recognizing this, the Company plans to strengthen its inhouse training program to upgrade the skill of the workers which will be a mutually beneficial. In addition, the Company plans to introduce latest technology to increase efficiency in manufacturing and at the same time reduce power consumption. These initiatives are intended to reduce manual component of work, increase worker productivity, reduce wastages and thereby, improve the cost competitiveness of the business and at the same time to conserve energy.

   The Company's CSR program is focused on improving the quality of life of the communities by providing them with a good nutritious diet. We are Proud that Our Organization with the help of Akshaya Chaitanya an NGO in Mumbai with an attempt to make food accessible to the needy across Mumbai by serving them hot, nutritious, locally palatable meals prepared at their very own state-of-the-art FSSAI compliant kitchen. We were able to contribute with the NGO to scale up the operations and to feed about 14,000+ people every day with hot and nutritious meals.

   This BRSR report proves our commitment to continuous improvement in sustainability, environment and social parameters while conducting business responsibly.

8.	Details of the highest Authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. Kalpesh Prakash Agrawal Designation: Chief Financial Officer
9.	Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the Company's CSR Committee is responsible for sustainability related issues. Safety committee also takes up environmental and social issue which comes up in Manufacturing and is headed by the Vice President.

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director / Committee of the Board / any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – Please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	All the policies of the Company are approved by the Board and reviewed periodically or on need basis by the Executive official as a part of ESG review. During the review, the effectiveness of the policies is evaluated and necessary amendments to policies and procedures are implemented																	
Compliance with statutory requirements of any non–compliance	The Company complies with the extant regulations and principles as are applicable.																	

11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide name of the agency.	P1 P2 P3 P4 P5 P6 P7 P8 P9 Yes. SGS India conduct audit on different subjects such as ISO 9001 and ISO 45001. During the audit process they check the working of the related policies of the company. They do it through checking policy elements, procedures, action plans etc.

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reason to be stated:

Not Applicable.

SECTION C : PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the

Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" And "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 - BUSINESS SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

Essential Indicator

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and	% Age of persons in respective category covered by the awareness programmes
Board of Directors	-	-	-
Key Managerial Personnel	3	Skill upgradation Training on Tally, Recruitment, Design, To promote Human rights by visiting Old Age home on occasion of Christmas and providing the needful to the needy, Training on protection & restoration of the environment provided in FY 2023-24, because of which planting of trees done in FY 2024-25, Donation done on behalf of employees in secret Santa by providing the needful to the needy, Awareness created for health benefits and Blood Donation done by many employees.	60%
Employees other than BoD and KMPs	3		40%
Workers	-	-	-

2. Details of fines / penalties / punishment /award / compounding fees / settlement amount paid in proceeding (by the entity or by directors / KMPs) with regulators/ law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulation, 2015 and as disclosed on the entity's website):

None

3. Of the instances disclosed in Question 2 above, details of Appeal/ Revision preferred in cases where monetary or non-monetary action has been impugned.

None

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

www.lloydsengg.in

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the changes of bribery / corruption:

There have been **no cases** involving disciplinary action taken by any law enforcement agency for the charges of bribery/corruption against directors / KMP / employees / workers that have been brought to our attention.

6. Details of complaints with regard to conflict of interest:

None

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.

None

8. Number of days of accounts payables ((Accounts payable * 365) / Cost of goods/services procured) in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
No. of days of accounts payable	20.72	37.49

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers and related parties along with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	63.81%	64.09%
	b. Number of trading houses where purchases are made from	260	275
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	75.07%	79.78%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	-	-
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Shares of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	-	-
	b. Sales (Sales to related parties / Total Sales)	-	-
	c. Loans & advances (Loans & advances given to related parties / Total Loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	-	-

Leadership Indicators

1. Does the entity have a process in place to avoid / manage conflict of interests involving members of the Board? (Yes / No). If Yes, provide details of the same.

The Company believes in the principle of zero conflict of interest and has processes on management of these involving members of the Board. This process allows the Directors to recuse themselves from the discussions pertaining to the conflict of interest. The Directors have to exercise their responsibilities in a manner, in the interest of the Company. They should not use their position to the detriment of the Company or for the purpose of gaining direct or indirect personal benefit. Any conflict of interest arising with the Board Members needs to be reported to the Chairman of the Board.

PRINCIPLE 2 - BUSINESS SHOULD PROVIDE GOODS AND SERVICES IN MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicator

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023 – 24 Current financial year	FY 2022 – 23 Previous financial year	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	-	-	-

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes

b. If yes, what percentage of inputs were sourced sustainably?

As of now we have Implemented SOP for engaging new vendors based on ISO-45001 Document number dated 01.09.2022 LSIL-SOP-002 where vendors are evaluated on basis of Environment, Health and Safety parameters.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastic (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The Company **does not** have any specific product to reclaim at the end of life. However, at the project and operation sites, there are systems in place to recycle, reuse and dispose in line with regulatory requirement for the above waste being generated during course of construction and operation.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

EPR is not applicable as the major business of the Company is mechanical construction and associated services and the Company does not manufacture any consumer product. However, the Maharashtra PCB consent for plot no A-6/3 and A-5/5 and 5/4 MIDC Murbad to operate under section 26 and 21 and rule 6 of hazardous and other waste for the product manufactured by Lloyds are valid up to 28.02.2030 and 31.01.2025 respectively.

Leadership Indicator

1. Of the products and packaging reclaimed at the end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Not applicable as the Company **does not** have any specific consumer product except heavy fabricated equipment and there is no product reclamation at the end of the product life. However, the waste material generated at the operation and project sites are reused, recycled and disposed of as per the applicable regulatory requirement.

PRINCIPLE 3 - Business should respect and promote the well-being of all employees, including those in their value chain

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	221	221	100%	221	100	-	-	2	0.9	-	-
Female	14	14	100%	14	100	1	7	1	7	-	-
Total	**235**	**235**	**-**	**235**	**100**	**1**	**0.4**	**3**	**1.28**	**-**	**-**
Other than Permanent Employees											
Male	42	-	-	42	100%	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**42**	**-**	**-**	**42**	**100%**	**-**	**-**	**-**	**-**	**-**	**-**

b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	42	-	-	42	100%	-	-	1	2%	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**42**	**-**	**-**	**42**	**100%**	**-**	**-**	**1**	**2%**	**-**	**-**
Other than Permanent Workers											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format-

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the company	0.30	0.31

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with authority (Y/N/N.A)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with authority (Y/N/N.A)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	100%	100%	Yes	100%	100%	Yes
Others- please specify	-	-	-	-	-	-

As per respective regulatory acts.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Minimum requirements are available. There are no differently abled employees or workers in Plants and Offices.

4. Does the entity have an equal opportunity policy as per the Rights of Person with Disabilities Act, 2016? If so, provide a web-link to the policy.

No differently abled employees are there in the company.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employee		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	-	-	-	-
Total	**-**	**-**	**-**	**-**

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Through Union committee
Other than Permanent Workers	Through Supervisor and Contractor
Permanent Employees	By email through HOD
Other than Permanent Employees	By email through HOD

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	-	-	-	-	-	-
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Total Permanent Workers	42	42	100%	44	44	100%
Male	42	42	100%	44	44	100%
Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	On health and safety measures		On Skill Up-gradation		Total (D)	On healthy and safety measures		On Skill Up-gradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	221	160	72%	61	28%	154	90	58%	65	42%
Female	14	7	50%	7	50%	7	6	85%	6	86%
Total	**235**	**167**	**71%**	**68**	**30%**	**161**	**96**	**60%**	**71**	**44%**
Workers										
Male	42	42	100%	-	-	44	44	100%	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	**42**	**42**	**100%**	**-**	**-**	**44**	**44**	**100%**	**-**	**-**

9. Details of performance and career development reviews of employees and workers:

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	221	178	80%	154	83	51.87%
Female	14	13	92.85%	7	7	100%
Total	**235**	**191**	**81.27%**	**161**	**90**	**53.89%**
Workers						
Male	42	22	52.3%	44	18	41%
Female	-	-	-	-	-	-
Total	**42**	**22**	**52.3%**	**44**	**18**	**41%**

10. Health and safety management system:

a. Whether on occupational health and safety management system has been implemented by the entity?

YES, ISO 45001:2018 Certified

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

HIRA (Hazards Identification and Risk Assessment)

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.

Yes

d. Do the employees / worker of the entity have access to non-occupational medical and healthcare services?

First aid facilities are available for both employees and workers.

11. Details of safety related incidents, in the following format:

Safety Incident / Number	Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Work as per Standard Operating Procedure.
Work permit system
Work instructions
Trainings on specific topics
Inspection check list
Daily TBT (Tool Box Talk)
Mandatory PPE (safety kit) in shop floor
Safety induction training
Refreshment training

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed During the year	Pending resolution at the end of the year	Remarks	Filed During the year	Pending resolution at the end of the year	Remarks
Working conditions	0	0		0	0	
Health & Safety	0	0		0	0	

14. Assessment of the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health & Safety practices	100%
Working Conditions	100%

The company is ISO 45001 OHSAS certified, hence internal and external audits on the above takes place annually.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

Implementing cable jointing system to cover the open joints of the welding tables to avoid electric exposure to the workmen.

Started Lux monitoring on basis of reports, we have identified area where the Lux improvement is required.

Started work permit for radiography to control the related hazards.

Leadership Indicator

1. **Does the entity extend any life insurance or any compensatory package in the event of death (A) Employees (Y/N) (B) Workers (Y/N)**

   Group accident policy is there for workmen and employees. Health insurance policy of 2 Lakh each for all the employees, introduced new policy Life After death providing amount as per grades of employee to their nominees for 3 years after the death of employee.

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deposited by the value chain partners.**

   Company ensures and make efforts that Statutory dues have been deposited by the value chain partners. For example, Company check GSTIN portal if GSTIN has been deposited against invoices to government before releasing payment.

3. **Provide the number of employees / workers having suffered high consequence work/related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been/are rehabilitated are placed in suitable employment or whose family members have been placed in suitable employment.**

   None

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of carrier endings resulting from retirement or termination of employment? (Yes/No)**

   Retirement transition assistance/benefits given to all employees as per company policy and statutory requirements.

PRINCIPLE 4 - BUSINESS SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

Stakeholders	Basis of Identification
Suppliers/Contractors	Process Equipment manufacture have significant dependence on supply chain partners for: Sourcing of steel sheets for manufacture of boilers, etc. To maintain sustainable growth, these partners are key elements in meeting the delivery and cost objectives for various contracts.
Government	Orders from Government owned enterprises and indirectly owned by GOI contribute 7.45% of the order booked for the FY 2023-24. In addition to providing the business, they also determine policies for various areas as well as determine the future plans for various sectors.
Customers	The private sector makes up 92.55% of the order book and plays an important role in the business plans of the company. Many of these are long-term clients which offer repeat business over long period of business.
Shareholders and Investors	Shareholders and investors make an important contribution to the growth of the company by providing financial resources for both, short term and long term in the form of working capital and capital expenditure respectively. They also play an important role through exercise of their voting rights with respect to important plans of the Company.
Employees and Workers	Employees and Workers are one of the important stakeholders of the Company and play a key role in the development and growth of the Company.

2. List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as Vulnerable and Marginalized Group (Yes/No)	Channels of communication	Frequency of Engagement including key topics and concerns raised during such engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees and Workers	No	Employee satisfaction surveys Circulars and messages from Corporate and line management Welfare initiatives for employees and their families	As and when identified communication is established	Employees growth and benefits, their expectation, career growth and professional development
Shareholders and Investors	No	Press Releases, dedicated email ID for Investor Grievances, Quarterly Results, Annual Reports, Integrated Reports, AGM (Shareholders interaction), Quarterly investor presentation, stock exchange filings and corporate website.	As and when identified communication is established	To understand their need and expectation which are important to the Company.
Customers	No	Email, SMS, Website, Exhibition	As and when identified communication is established	Customer satisfaction and feedback. Project delivery, timeline, challenges that are faced during execution.
Suppliers/ Contractors	No	Regular supplier meetings	As and when identified communication is established	Need and expectation, schedule, supply chain issue.
Government	No	Press Releases, Quarterly Results, Annual Reports, Stock Exchange filings, issue	As and when identified communication is established	Reporting requirement, statutory compliance, support from authority and resolution of issues.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company has set up various committees on economic and ESG governance and performance monitoring. These committees are CSR Committee, Stakeholder's Relationship Committee, etc. All these committees were constituted by the Board and each of these committees was chaired by an Independent Director respectively.

As per their respective terms of reference, the various Committees meet periodically to review the performance of the Company in various areas.

PRINCIPLE 5 - BUSINESS SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1. **Employees and Workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	90	90	100%	70	70	100%
Other than permanent	3	3	100%	2	2	100%
Total Employees	**93**	**93**	**100%**	**72**	**72**	**100%**
Workers						
Permanent	42	42	100%	44	44	100%
Other than permanent	-	-	-	-	-	-
Total Workers	**42**	**42**	**100%**	**44**	**44**	**100%**

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	Equal to minimum Wage		More than Minimum Wage		Total (D)	Equal to minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	221	-	-	221	100	144	-	-	144	100%
Female	14	-	-	14	100	16	-	-	16	100%
Other than Permanent	-	-	-	-	-	7	-	-	7	100%
Male	6	-	-	6	100	6	-	-	6	100
Female	1	-	-	1	100	1	-	-	1	100
Workers										
Permanent	-	-	-	-	-	-	-	-	-	-
Male	42	-	-	42	100	44	-	-	44	100%
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent										
Male	135	-	-	135	100	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-

3. Details of remuneration/salary/wages, in the following format:

a. Median remuneration / wages

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (Rs. in Lakh)	Number	Median remuneration/ salary/ wages of respective category (Rs. in Lakh)
Board of Directors (BoD)	2	56.41	-	-
Key Managerial Personnel (KMP)	1	32.97	2	5.21
Employees other than BoD and KMP	285	3.25	19	2.76
Workers	44	5.32	-	-

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Gross wages paid to females as % of total wages	NA	NA

*No female workers in the factory are employed.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

The HR head is responsible for resolving all issues related to human rights in the company.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

First level responsibility to redress grievances related to human rights issues is with the respective HOD's or Project Managers

The second level redressal will be done along with HR representative where disciplinary action needs to be Initiated.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/ Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Complaints reported under Sexual -Harassment on Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees / workers	-	-
Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The company has POSH and Whistle blower policy which encourages employees to complain against wrong doings and unethical practice which is observed within the organization.

Whistle Blower Policy/Vigil Mechanism has a system of making a "Protected Disclosure" either in a sealed envelope super subscribed "Protected disclosure under the Whistle Blower policy" and sent to the Vigilance and Ethics Officer or through email.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. Contract with the contractors/vendors include compliance with Labour and Industrial laws, ESIC, Safe working procedure, Group insurance policy etc.

10. Assessment for the year:

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100% through ISO 45001 audit
Forced/involuntary labour	100% through ISO 45001 audit
Sexual harassment	!00 % through implementation of POSH policy
Discrimination at workplace	-
Wages	100% through Remuneration committee
Others – please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No significant risk identified during the audits.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

No significant human rights related complaint was received.

2. Details of the scope and coverage of any Human rights due diligence conducted.

The company conducts internal and external audits annually as part of the fulfillment of ISO 45001 requirement. The audits cover the health and safety requirements of employees as per International standards.

PRINCIPLE 6 - BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources ((A+B+C)	-	-

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From non-renewable sources		
Total electricity consumption (D)	4306.63 GJ	2871.8 GJ
Total fuel consumption (E)	380.3 GJ	273.3 GJ
Energy consumed through other sources (F)	-	-
Total energy consumed from non-renewal sources (D+E+F)	4686.93 GJ	3145.1 GJ
Total energy consumed (A+B+C+D+E+F)	4686.93 GJ	3145.1 GJ
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	7.51	10.061
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	-	-
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. As the energy consumption is quite low, we have not appointed any external agency.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not Applicable.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	23435	14678
iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	23435	14678
Total volume of water consumption (in kilolitres)	23435	14678
Water intensity per rupee of turnover (Water consumed / turnover)	37.54	46.95
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations)	-	-
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	-	-
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Provide the following details related to water discharged:

Parameter		FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)			
(i)	To Surface Water		
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
(ii)	To Ground water		
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
(iii)	To Seawater		
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
(iv)	Sent to third parties		
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
(v)	Others		
	- No treatment	-	-
	- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)		-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.

Not Applicable as we do not discharge any water.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

STP plant is used to treat waste water which is then used for gardening purpose.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	-	-	-
SOx	-	-	-
Particulate matter (PM)	-	-	-
Persistent organic pollutants (POP)Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	-	-	-
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	-	-	-

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	-	-	-
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted	-	-	-
for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	-	-	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	-	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

No

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**		
E-waste **(B)**	-	-
Bio-medical waste **(C)**	-	-
Construction and demolition waste **(D)**	-	-
Battery waste **(E)**	-	-
Radioactive waste **(F)**	-	-
Other Hazardous waste. Please specify, if any. **(G)**	-	-
Other Non-hazardous waste generated **(H)**. Please specify, if any.		
(Break-up by composition i.e. by materials relevant to the sector)	513.76 (scrap steel)	480 (scrap steel)
Total (A+B + C + D + E + F + G + H)	513.76	480
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.82	1.54
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	-	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	-	-

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	513.8	480
Total	**513.8**	**480**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Only Steel scrap is generated. No Hazardous waste is generated.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N)
1	NA	NA	NA

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	NA	NA	NA	NA	NA

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N)

Yes. Compliant with Maharashtra Pollution Control Board requirement.

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	NA	NA	NA	NA

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

There is no facility / plant located in areas of water stress.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Not Applicable.

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable.

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

   Steel scrap generation is reduced to the minimum at the design stage itself.

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

   ISO 45001 is implemented in which there is Emergency response plan with Emergency contact number and process to be followed in case of emergency. Emergency mock drill is conducted once in a year and was last conducted on 1st February, 2024 .

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

   Not Applicable.

PRINCIPLE 7 - BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	Directorate of Steam boilers	National
2.	Engineers India Limited	National
3.	Projects and Development India Limited,	National
4.	Petroleum and Explosives Safety Organisation	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

   No such issues.

PRINCIPLE 8 - BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

   Not Applicable.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

   Not applicable.

3. **Describe the mechanisms to receive and redress grievances of the community.**

   No rehabilitation and resettlement have been undertaken by the company.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	2.56%	4.8%
Sourced directly from within India	72%	76%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Rural	1.36%	4.55%
Semi-urban	-	-
Urban	-	-
Metropolitan	1.32%	1.07%

(Place to be categorized as per RBI Classification System – rural/semi-urban/metropolitan

Leadership Indicators

1. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

(b) From which marginalized /vulnerable groups do you procure?

(c) What percentage of total procurement (by value) does it constitute?

As the company is into manufacturing heavy engineering equipment the procurement is mainly in bulk from steel manufacturing industries, hence the company does not have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups.

2. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

The company has not acquired any intellectual property (in the current financial year), based on traditional knowledge.

3. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not applicable

4. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Bal Sikhsa Ahara feeding program through Akshya Chaitnaya	1,09,183	100%
2	Swastha Ahara feeding program through Akshya Chaitnaya	28	100%

PRINCIPLE 9 - BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company collects feedback forms from customers every six months as per the Company's established QMS documented information. Response to customers is through email.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable as the Company does not have specific consumer product but manufactures heavy process equipment.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	-	-	-	-	-	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	-
Forced recalls	Nil	-

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

No

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches - NIL

b. Percentage of data breaches involving personally identifiable information of customers - NIL

c. Impact if any, of the data breaches

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

The Company's products and services can be found on the website -www.lloydsengg.in

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

3. Installation, Operation, and Maintenance. manual is shared with the customer for safe installation, operation and maintenance of product.Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not Applicable

FINANCIAL STATEMENT

LLOYDS ENGINEERING WORKS

Independent Auditors Report

To the Members of **Lloyds Engineering Works Limited** (Formerly known as Lloyds Steels Industries Ltd.)

Report on Audit of Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of **Lloyds Engineering Works Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on 31st March, 2024, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Investment in Shares

(Refer Note No. 7 of the standalone financial statements)

The company had invested in 10,00,00,000 equity shares of Re.1 each in Lloyds Infrastructure & Construction Limited (herein after referred as "LICL") in the second Quarter of FY 2023-24. The referred investment represented a substantial holding of 50% in LICL, thereby, establishing it as an associate entity within the corporate framework.

In the fourth quarter of F.Y. 2023-24, there was an increase in both the authorized share capital and the issued capital of LICL. As a result, the stake of the company in LICL decreased from 50% to 25%. Subsequently, in the same quarter, the company partly sold the Investments held in LICL, due to which the shareholding in LICL further reduced from 25% to 12.25%. This resulted in cessation of LICL as an associate of the company.

The Company has received the consideration for sale of the aforesaid 12.25% stake in LICL prior to 31st March 2024 and does not exercise control over this stake as at 31st March 2024

How the matter was addressed in our audit:

1. We have thoroughly reviewed the accounting treatment regarding the sale of the investment.
2. We have verified the receipt of the consideration of sale through inspection of bank statements and other supporting documents.
3. We reviewed the disclosures in the financial statements related to the sale of shares to ensure they are complete and accurate, providing sufficient information for users to understand the transaction and its financial impact.
4. We have also taken on record the Beneficial ownership pattern of equity shares of LICL duly certified by a professional Company Secretary as at 31st March 2024

2. Capital Work In Progress

(Refer Note No. 4 of the standalone financial statements)

The company had Capital Work in Progress (CWIP) of 1,064.66 Lakhs by the end of F.Y. 2023-24 which in comparison to last year was Rs. 2,555.31 Lakhs.

Comparing to the previous financial year, there is a decrease in the Capital Work in Progress (CWIP) balance due to

capitalisation of some of the assets to Property Plant and Equipment.

How the matter was addressed in our audit:
Our audit procedures to assess the accounting for CWIP included the following.

1. Evaluation of the completeness and accuracy of the project cost capitalized as CWIP. This includes reviewing invoices, contracts, and other supporting documentation.
2. Ensuring the cost capitalized meets the recognition criteria as per IND AS 16 'Property, Plant and Equipment'.
3. Evaluation of effectiveness of internal controls over capitalization of project costs.

3. Details Regarding OFCD, Warrants and Right Issues.

OFCD

The company issued 1,51,80,000 12% Optionally Fully Convertible Debentures (OFCD) having face value of Re. 1 each at Rs. 13.65 in F.Y 2021-22. The OFCDs shall be converted at the option of Debenture holder within a time frame of not exceeding 18 months from the date of allotment into one fully paid-up Equity shares.

In Current year there was an allotment of 1,51,80,000 Equity Shares of Face Value of Re. 1/- each pursuant to conversion of 12% Optionally Fully Convertible Debentures ("OFCDs") allotted on Preferential basis at a premium of Rs. 12.65 each to non-Promoters as per the Resolution passed at the meeting of the Board of Directors of the company on 1st July, 2023.

Warrants

The Board of Directors of the Company at its meeting held on 22nd November 2021 has made an allotment of 16,50,00,000 Convertible Warrants of Face Value of Re 1/- each at a premium of Rs. 2.86 to Promoter/ Promoter Group, on preferential allotment basis. Further the Board of Directors of the Company at its meeting held on 10th May, 2023 converted 7,50,00,000 Convertible Warrants of Face Value of Re 1/- each at a premium of Rs. 2.86 (Previous year 9,00,00,000 convertible warrants of face value of Re.1/- each at a premium of Rs. 2.86) to Promoter/ Promoter Group, on preferential allotment basis.

Right Issues

The Board of Directors at its meeting held on 18th January 2024 allotted 6,34,64,610 shares to the Equity Shareholders of the Company through Rights Issue in the ratio of 1 equity share for every 17 fully paid – up equity shares at issue price of Rs. 15.50 per equity Share (including a premium of Rs. 14.50 per equity Share). The Company has received a sum of Rs. 9,837.01 lakhs.

How the matter was addressed in our audit:

1) We have scrutinized the accounting treatment of Optionally Fully Convertible Debentures (OFCDs), Warrants , Right Issues.
2) The Company has adequately disclosed all pertinent information in relation to the aforesaid securities in its Notes to accounts.
3) We have verified relevant documents including board resolutions related to the OFCD, Warrants, Right Issues.
4) We have verified the receipt of consideration against the said securities and have found them to be received in full.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance Report and Shareholder's Information but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. The Company has no branch office and hence the company is not required to conduct audit under section 143 (8) of the Act;

   d. The Balance Sheet, the Statement of Profit and Loss, the Cash flow statement dealt with by this Report are in agreement with the books of account;

   e. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (As amended);

   f. In our opinion, no financial transactions or matters have any adverse effect on the functioning of the company;

   g. On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

h. We do not have any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.

i. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

j. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B." Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial Reporting;

k. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us (As amended):

i. The Company has disclosed the pending litigations which may impact its financial position in Note 22 of the financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. During the year, no amounts were required to be transferred to the Investor Education and Protection Fund by the Company. So, the question of delay in transferring such sums does not arise.

iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the standalone Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material misstatement.; and

v. (a) The final dividend paid by the Company during the year, in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

(b) As stated in note 37 of the standalone financial statements, the Board of Directors of the Company has proposed final dividend at the rate of 20% i.e. 0.20 Paise, per equity share of Face value Re.1/- for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

For **S Y Lodha & Associates**
Chartered Accountants
ICAI Firm Reg No. - 136002W

Sd/-
Shashank Lodha
Partner
M. No.: 153498
UDIN.: 24153498BKDHVZ8880
Date: 2nd May, 2024
Place: Mumbai

Annexure - A to Independent Auditor's Report

(Referred to in Paragraph 1 under 'Report on Other legal and Regulatory Requirement' sections of our report of even date)

The 'Annexure A' referred to in Independent Auditor's Report to the Members of the Company on the Financial Statements for the year ended 31st March, 2024, we report that:

i. In respect of the Company's property, plant and equipment and intangible assets:

a) A. According to the information and explanation given to us and based on the records produced before us, we are of the opinion that the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

B. The Company is maintaining proper records showing full particulars of Intangible Asset.

b) According to the information and explanation given to us, fixed assets were physically verified by the management according to a designed program to cover all the locations which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, the management during the year physically verified the fixed assets at certain locations and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except in the case of following property: -

Description of property	Gross carrying value (₹ in Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company *Also indicate if in dispute
Flat at Rooprekha Co-op. Housing SocietyLimited	5.15	Lloyds Steel Industries Limited	NO	01.04.2014	The company hasreceived the property due to demerger order passed by the Bombay High Court

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. a) According to the information and explanation given to us Inventory has been physically verified by the management during the year. No material discrepancies were noticed that would have an impact over the Financial Statements.

b) According to the information and explanation given to us and based on the records produced before us, the company has not been sanctioned any working capital limits during any time of the year in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Hence, reporting under this clause is not applicable.

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantee or security to companies, firms, limited liability partnerships or any other parties during the year. Although, the Company has granted loans and provided investments to parties during the year.

a) A. The Company does not have any subsidiaries, joint ventures or associates as on the reporting date. Hence reporting under this clause is not applicable.

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans to parties other than subsidiaries, Joint Ventures and Associates as below:

Particulars	Loans (Rs. in lakhs)
Aggregate Amount of granted/ provided During the year - Others	3,697.00
Balance Outstanding as on 31st March, 2024 in respect of the above - Others	1,887.00

b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the schedule of repayment of principal and payment of interest has been stipulated by the Company.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given during the year.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given loans which are repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to information and explanation given to us, the company has, in respect of loans, investments, guarantees, and security provisions, complied with section 185 and 186 of the Companies Act, 2013.

v. According to the information and explanation given to us, the company has not accepted deposits or amounts deemed to be deposits. Therefore, reporting under this clause is not applicable.

vi. Pursuant to the rules made by the Central Government, the maintenance of Cost Records has been prescribed u/s. 148(1) of the Companies Act, 2013. We are of the view that prima facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. In respect of statutory dues:

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities and were not in arrears as at 31st March, 2024 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory except Income Tax dues which have not been deposited by the Company on account of disputes are given below:

Name of Statute	Nature of Dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	1,134.02	AY 15-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	10.06	AY 16-17	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	2.20	AY 19-20	Commissioner of Income Tax (Appeals)

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

ix. a) According to the information and explanation given to us and based on the records produced before us, the company has not defaulted in repayments of dues to financial institutions and banks.

b) According to the information and explanation given to us, the company is not declared as a willful defaulter by any Bank or Financial Institution or other lender.

c) In our opinion and according to information and explanation given to us, the company has applied the term loans for the same purpose for which they are obtained.

d) According to the information and explanation given to us, the company has not utilized funds raised on short term basis for long term purposes.

e) According to the information and explanation given to us, the Company does not have any subsidiaries, joint ventures or associates as on the reporting date. Therefore, reporting under clause (ix) (e) of the Order is not applicable.

f) According to the information and explanation given to us, the Company does not have any subsidiaries, joint ventures or associates as on the reporting date. Therefore, reporting under (ix) (f) of the Order clause is not applicable.

x. In respect of issue of securities:

a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt

instruments). Accordingly, reporting under this clause is not applicable.

b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence, reporting under paragraph (x)(b) of the Order is not applicable to the Company. The Company has made relevant disclosure for conversion of OFCD during the year in the Notes to accounts.

xi. In respect of fraud:

a) During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.

b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) No whistle blower complaints were received by the Company during the year. Therefore, reporting under this clause is not applicable.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause (xii) of Paragraph 3 of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

xiv. a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports of the Company issued till date for the period under audit.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors.

xvi. a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses (xvi) (a), (b) and (c) of the Order is not applicable.

b) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, reporting under clause(xvi)(d) of Paragraph 3 is not applicable.

xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under this clause is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 in respect of other than ongoing project. Accordingly, reporting under clauses (xx)(a) of Paragraph 3 of the Order are not applicable.

b) In our opinion and according to the information and explanations given to us, there are no ongoing projects as per section 135 of the Companies Act. Accordingly, reporting under clauses (xx)(b) of Paragraph 3 of the Order are not applicable.

For **S Y Lodha & Associates**
Chartered Accountants
ICAI Firm Reg No. - 136002W

Sd/-
Shashank Lodha
Partner
M. No.: 153498
UDIN.: 24153498BKDHVZ8880
Date: 2nd May,2024
Place: Mumbai

Annexure - B to Independent Auditor's Report

(Referred to in Paragraph 2(j) under 'Report on Other legal and Regulatory Requirement' sections of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Lloyds Engineering Works Limited ("the Company") as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records reflecting in the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **S Y Lodha & Associates**
Chartered Accountants
ICAI Firm Reg No. - 136002W

Sd/-
Shashank Lodha
Partner
M. No.: 153498
UDIN.: 24153498BKDHVZ8880
Date: 2nd May,2024
Place: Mumbai

Balance Sheet

(Rs. in Lakhs)

Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	4	6,194.00	2,707.24
(b) Capital Work In Progress	4	1,064.66	2,555.31
(c) Goodwill	4	95.98	95.98
(d) Right To Use	5	1,458.90	530.45
(e) Financial Assets			
(i) Other Financial Assets	6	105.83	59.17
(f) Non Current Investments	7	490.01	0.01
(g) Deferred Tax Assets (Net)	10 (iii)	650.29	107.51
(h) Other Non-Current Assets	11 (i)	2,240.52	161.28
Sub Total Non-Current Assets		**12,300.19**	**6,216.95**
Current Assets			
(a) Inventories	12	10,198.30	11,457.99
(b) Financial Assets			
(i) Trade Receivables	13	15,181.07	2,909.45
(ii) Cash and Cash Equivalents	14	12,497.13	798.66
(iii) Other Balance with Banks	15	24.56	8.76
(iv) Loans	8	1,887.00	5,215.00
(v) Other Current Financial Assets	9	647.34	769.29
(c) Current Tax Assets (Net)	10 (iv)	53.48	280.71
(d) Other Current Assets	11 (ii)	4,338.75	9,428.18
Sub Total Current Assets		**44,827.63**	**30,868.04**
TOTAL ASSETS		**57,127.82**	**37,084.99**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	16	11,446.29	9,886.98
(b) Other Equity	17	29,673.52	9,649.45
Total Equity		**41,119.81**	**19,536.43**
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18 (i)	465.27	42.65
(i a) Lease Liabilities	18 (iv)	1,178.31	496.98
(b) Provisions	19 (i)	407.21	359.14
Sub Total Non-Current Liabilities		**2,050.79**	**898.77**
Current Liabilities			
(a) **Financial Liabilities**			
(i) Borrowings	18 (ii)	5,615.61	4,597.28
(i a) Lease Liabilities	18 (iv)	270.98	83.45
(ii) Trade Payables			
- Total Outstanding dues of Micro & Small Enterprises	20	-	-
- Total Outstanding dues of Other Than Micro & Small Enterprises		2,800.27	2,478.18
(iii) Other Financial Liabilities	18 (iii)	1,749.36	256.34
(b) Provisions	19 (ii)	385.18	321.89
(c) Other Current Liabilities	21	3,135.82	8,912.65
Sub Total Current Liabilities		**13,957.22**	**16,649.79**
Total Liabilities		**16,008.01**	**17,548.56**
TOTAL EQUITY AND LIABILITIES		**57,127.82**	**37,084.99**

The accompanying notes 1 to 44 form an integral part of these financial statements
As per our report of even date

For S Y Lodha & Associates
Chartered Accountants
ICAI Firm Reg. No.: 136002W

Sd/-
Shashank Lodha
Partner
Membership No.: 153498
UDIN: 24153498BKDHVZ8880

Place: Mumbai
Date: 2nd May, 2024

For and on behalf of the Board of Directors

Sd/-
Mukesh R. Gupta
Chairman
DIN: 00028347

Sd/-
Kishore M. Pradhan
Independent Director
DIN: 02749508

Sd/-
Kalpesh P. Agrawal
Chief Financial Officer

Sd/-
Rahima S. Shaikh
Company Secretary
ACS - 63449

Statement of Profit and Loss

(Rs. in Lakhs)

Particulars	Note No.	Year ended 31st March, 2024	Year ended 31st March, 2023
INCOME			
Revenue from Operations	23	62,423.61	31,260.98
Other Income	24	744.00	579.63
Total Income		**63,167.61**	**31,840.61**
EXPENSES			
Cost of Raw Material Consumed	25	33,646.66	21,905.23
Purchase of Traded Goods	26	3,332.79	1,060.24
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	27	3,285.52	(4,150.68)
Employee Benefits Expense	28	3,004.75	1,906.46
Manufacturing and Other Expenses	29	9,054.20	5,314.99
Finance Costs	30	416.94	394.16
Depreciation and Amortization Expense	31	404.56	238.26
Total Expenses		**53,145.42**	**26,668.66**
Profit before Exceptional Items and Tax		**10,022.19**	**5,171.95**
Exceptional Items	29 (i)	-	250.00
Profit Before Tax		**10,022.19**	**4,921.95**
Tax Expense:			
(1) Current Tax	10 (ii)	2,591.13	993.53
(2) Deferred Tax Expenses / (Income)	10 (iii)	(552.77)	246.11
Total Tax Expenses		**2,038.36**	**1,239.64**
Profit for the Period		**7,983.83**	**3,682.31**
Other Comprehensive Income			
Items not to be reclassified to profit or loss			
Re-measurement (losses)/gains on defined benefit plans	28	39.70	42.86
Income Tax relating to items not to be reclassified to Profit and Loss	10 (iii)	(9.99)	(10.79)
Other Comprehensive Income for the year		**29.71**	**32.07**
Total Comprehensive (loss) / gain for the year		**8,013.54**	**3,714.38**
Earnings per share (In Re) (Face value Re 1/- each)			
EPS – Basic (in Rs.)	32	**0.74**	**0.38**
EPS – Diluted (in Rs.)		**0.73**	**0.35**

The accompanying notes 1 to 44 form an integral part of these financial statements

As per our report of even date

For S Y Lodha & Associates
Chartered Accountants
ICAI Firm Reg. No.: 136002W

Sd/-
Shashank Lodha
Partner
Membership No.: 153498
UDIN: 24153498BKDHVZ8880

Place: Mumbai
Date: 2nd May, 2024

For and on behalf of the Board of Directors

Sd/-
Mukesh R. Gupta
Chairman
DIN: 00028347

Sd/-
Kishore M. Pradhan
Independent Director
DIN: 02749508

Sd/-
Kalpesh P. Agrawal
Chief Financial Officer

Sd/-
Rahima S. Shaikh
Company Secretary
ACS - 63449

Statement of Change in Equity for the year ended 31st March, 2024

A. Equity Share Capital

(Rs. in Lakhs)

Balance as at 1st April 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2023	Changes in equity share capital during the current year	Balance as at 31st March, 2024
9,886.98	-	9,886.98	1,559.31	11,446.29

(Rs. in Lakhs)

Balance as at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April, 2022	Changes in equity share capital during the current year	Balance as at 31st March, 2023
8,986.98	-	8,986.98	900.00	9,886.98

B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus				Money received against Convertible Warrants	Total Equity
	Capital Reserve	Retained Earnings	Securities Premium	Share Based Payment Reserve		
As at 1st April, 2023	**5.00**	**6,166.84**	**2,574.00**	**186.97**	**716.64**	**9,649.45**
Profit for the year	-	7,983.83	-	-	-	7,983.83
Other Comprehensive Income (Net of Tax)*	-	29.71	-	-	-	29.71
Total Comprehensive Income	**-**	**8,013.54**	**-**	**-**	**-**	**8,013.54**
Money received against Convertible Warrants	-	-	-	-	2,171.25	2,171.25
Warrant Expenses	-	-	-	-	7.11	7.11
Premium against Conversion of Optional Fully Convertible Debentures	-	-	1,920.27	-	-	1,920.27
Dividend Paid	-	(1,078.88)	-	-	-	(1,078.88)
Transaction Cost for Right Issue	-	(174.80)	-	-	-	(174.80)
Premium against issue of Shares under ESOP	-	-	148.62	-	-	148.62
Share Based Payment Expenses	-		-	564.59	-	564.59
Transfer from SBP Reserve **		1.81		(1.81)		-
Premium against Right Issue	-	-	9,202.37	-	-	9,202.37
Conversion of Convertible Warrant by Warrant Holder	-	-	2,145.00	-	(2,895.00)	(750.00)
As at 31st March, 2024	**5.00**	**12,928.51**	**15,990.26**	**749.75**	**-**	**29,673.52**

**Transfer of Compensation Cost from Share Based Payment Reserve to Retained Earnings due to exercise of Shares by Employees.

(Rs. in Lakhs)

Particulars	Reserves and Surplus				Money received against Convertible Warrants	Total Equity
	Capital Reserve	Retained Earnings	Securities Premium	Share Based Payment Reserve		
As at 1st April, 2022	**5.00**	**2,946.81**	**-**	**-**	**1,585.14**	**4,536.95**
Profit for the year	-	3,682.31	-	-	-	3,682.31
Other Comprehensive Income (Net of Tax)*	-	32.07	-	-	-	32.07
Total Comprehensive Income	**-**	**3,714.38**	**-**	**-**	**-**	**3,714.38**
Money received against Convertible Warrants	-	-	-	-	2,605.50	2,605.50
Dividend Paid	-	(494.35)	-	-	-	(494.35)
Share Based Payment Expenses	-	-	-	186.97	-	186.97
Conversion of Convertible Warrant by Warrant Holder	-	-	2,574.00	-	(3,474.00)	(900.00)
As at 31st March, 2023	**5.00**	**6,166.84**	**2,574.00**	**186.97**	**716.64**	**9,649.45**

Statement of Change in Equity for the year ended 31st March, 2024

*Profit of Rs. 29.71 lakhs and Rs. 32.07 Lakhs on Remeasurement of defined Employee Benefit Plan (net of tax) is recognised as a part of retained earnings for the years ended March 31, 2024 and 2023, respectively.

During the year, the Board of Directors on May 10, 2023 approved the issuance and allotment of 7,50,00,000 (previous year 9,00,00,000 equity shares) equity shares of face value of Re. 1/- each ("Equity Shares") at a price of Rs. 3.86 each to the warrant holders i.e. Lloyds Metals & Minerals Trading LLP and Aeon Trading LLP pursuant to conversion of 7,50,00,000 convertible warrants ("Convertible Warrants") into equity shares of the Company in the ratio of 1:1 consequent to the exercise of the option to convert such Convertible Warrants into equity shares of the Company.

The Board of Directors at its meeting held on July 1, 2023 has considered and approved the allotment of 1,51,80,000 Equity Shares of Re. 1/- each at a premium of Rs. 12.65 each pursuant to conversion of 12% Optionally Fully Convertible Debentures ("OFCDs") consequent to exercise of the option to convert such OFCDs into Equity shares of the Company.

The Board of Directors at its meeting held on January 18, 2024 allotted 6,34,64,610 shares to the Equity Shareholders of the Company through Rights Issue at issue price of Rs. 15.50 per equity Share (including a premium of Rs. 14.50 per equity Share).

The Company has allotted 22,86,500 shares under 'Lloyds Steels Industries Limited Employee Stock Option Plan – 2021' to Lloyds Steels Employees Trust at a Price of Rs. 7.50 each. These stock options will be exercise by the employees within the time mentioned in "LLOYDS STEELS ESOP – 2021."

In view of the above the Paid-up Equity Share Capital of the Company was increased from Rs. 98,86,98,382 /- (98,86,98,382 Equity share of face value of Re. 1 each) to Rs. 1,14,46,29,492/- (1,14,46,29,492 Equity shares of face value of Re. 1 each).

During the year, the Company has granted 32,52,200 (previous year 1,00,61,000) options on April 27, 2023 under 'Lloyds Steels Employee Stock Option Plan – 2021' to the eligible employees of the Company at an exercise price of Rs. 9.50 each. These stock options shall vest as per the vesting schedule as mentioned in LLOYDS STEELS ESOP – 2021."

Nature and Purpose of Reserves

a) Capital Reserve
This reserve represents recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments.

b) Retained Earnings
This reserve represents undistributed accumulated earnings of the Company as on the balance sheet date.

c) Share Based Payment Reserve
Share based payment reserve represents the cumulative expense recognized for equity-settled transactions at each reporting date until the employee share options are exercised/expired upon which such amount is transferred to Retained Earnings.

d) Securities Premium
Security Premium Reserve is the amount received over and above the face value of any share when the shares are issued, redeemed, and forfeited. Utilisation of Securities Premium is as per section 52 of The Companies Act, 2013.

As per our report of even date

For S Y Lodha & Associates
Chartered Accountants
ICAI Firm Reg. No.: 136002W

Sd/-
Shashank Lodha
Partner
Membership No.: 153498
UDIN: 24153498BKDHVZ8880

Place: Mumbai
Date: 2nd May, 2024

For and on behalf of the Board of Directors

Sd/-
Mukesh R. Gupta
Chairman
DIN: 00028347

Sd/-
Kishore M. Pradhan
Independent Director
DIN: 02749508

Sd/-
Kalpesh P. Agrawal
Chief Financial Officer

Sd/-
Rahima S. Shaikh
Company Secretary
ACS - 63449

Cash Flow Statement for the year ended 31st March, 2024

(Rs. in Lakhs)

Sr. No.	Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit Before Tax	**10,022.19**	**4,921.95**
	Adjustments For:		
	Depreciation and Amortization Expenses on Tangible Assets	404.56	148.08
	(Gain)/Loss on sale of Property, Plant & Equipment (Net of Loss on Assets Scrapped / Written off)	(40.53)	57.77
	Re-measurements of the defined benefit liabilities (before tax effects)	39.70	42.86
	Compensation Cost on ESOP	564.58	186.98
	Gain on Termination of Lease Rent	(2.44)	-
	Interest Income	(600.10)	(558.58)
	Convertible Warrant transferred to Profit & Loss Account	7.11	-
	Finance Cost	283.36	267.88
	Unrealized Foreign Exchange (Gain) / Loss (Net)	(7.42)	8.53
	Operating Profit/(Loss) Before Working Capital Changes	**10,671.01**	**5,075.47**
	Movements in Working Capital		
	Decrease / (Increase) in Inventories	1,259.69	(6,572.92)
	Decrease / (Increase) in Trade Receivables	(12,271.61)	(1,926.86)
	Decrease / (Increase) in Other Current Assets	5,096.62	(4,756.52)
	Decrease / (Increase) in Other Non-Current Assets	(73.47)	-
	Decrease / (Increase) Other Financial Assets, Non-Current Portion	(46.66)	1.26
	Decrease / (Increase) Other Financial Assets, Current Portion	128.57	(267.56)
	Decrease / (Increase) Other Bank Balances	(2,737.18)	549.82
	Increase / (Decrease) in Trade Payables	322.31	1,594.02
	Increase / (Decrease) in Other Current Liabilities	(5,776.83)	7,082.17
	Increase / (Decrease) Provision, Current Portion	63.30	235.97
	Increase / (Decrease) Provision, Non-Current Portion	48.07	(58.80)
	Increase / (Decrease) Other Financial Liabilities, Current Portion	1,512.71	(197.60)
	Increase / (Decrease) Other Financial Liabilities, Non-Current Portion	(330.90)	14.71
	Cash Generated From / (Used In) Operation	**(2,134.37)**	**773.16**
	Direct Taxes (Paid) Net of Refunds	(2,363.91)	(1,083.31)
	Net Cash Generated From /(Used In) Operating Activities (A)	**(4,498.28)**	**(310.15)**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Payment towards Capital Expenditure (including Capital Advances)	(5,082.53)	(3,522.42)
	Proceeds from Sale of Property, Plant & Equipment	879.09	36.25
	Inter Corporate Deposits (Given) / Refunded (Net)	3,328.00	(2,340.00)
	Investment in Shares	(1,000.00)	(0.01)
	Bank Deposits not considered as Cash & Cash Equivalents (Net)	(8,903.00)	-
	Proceeds from Sale of Investments	510.00	-
	Interest Received	593.49	460.80
	Net Cash Generated From (Used In) Investing Activities (B)	**9,674.95**	**(5,365.38)**

Cash Flow Statement for the year ended 31st March, 2024

(Rs. in Lakhs)

Sr. No.	Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from Long Term Borrowings	3,513.02	2,721.26
	Dividend Paid	(1,078.88)	(494.35)
	Proceeds from issue of Convertible Warrants	2,171.25	2,605.50
	Proceeds from Right Issue	9,837.01	-
	Transaction Cost for Right Issue	(174.80)	-
	Proceeds from the issue of Equity Shares under ESOP	171.49	-
	Interest Paid	(207.58)	(267.80)
	Net Cash Generated From / (Used In) Financing Activities (C)	**14,231.51**	**4,564.61**
	Net Increase/(Decrease) In Cash and Cash Equivalents (A+B+C)	**58.28**	**(1,110.92)**
	Cash and Cash Equivalents at the Beginning of the Period	66.07	1,176.99
	Cash and Cash Equivalents at the End of the Period	124.35	66.07
	Net Increase/(Decrease) in Cash and Cash Equivalents	**58.28**	**1,110.92**

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Component of Cash & Cash Equivalent		
Cash in hand	-	0.08
Balance with Bank		
Balance with Schedule Banks in: Current Accounts	99.23	47.07
Bank Deposits with original maturity of three months or less	25.12	18.92
Earmarked Balance with Bank	24.56	8.76
In Margin Account (Including FDR)	3,469.78	732.60
Cash and Bank Balances as per Note 14	**3,618.69**	**807.43**
Less: Margin Money not considered as Cash and Cash Equivalent in Cash Flow	3,469.78	732.60
Less: Earmarked Balance with Bank	24.56	8.76
Total Cash and Cash Equivalents	**124.35**	**66.07**

The accompanying notes 1 to 44 form an integral part of these financial statements.

Notes:

1. Cash Flow statement has been prepared following the indirect method except in case of dividend paid/received and taxes paid which have been considered on the basis of actual movements of cash.
2. Cash and cash equivalents represent cash and bank balances including current account and earmarked balance with Bank.
3. Previous year's figures have been regrouped / reclassified wherever applicable.
4. Figures in brackets represent outflows.

As per our report of even date

For S Y Lodha & Associates
Chartered Accountants
ICAI Firm Reg. No.: 136002W

Sd/-
Shashank Lodha
Partner
Membership No.: 153498
UDIN: 24153498BKDHVZ8880

Place: Mumbai
Date: 2nd May, 2024

For and on behalf of the Board of Directors

Sd/-
Mukesh R. Gupta
Chairman
DIN: 00028347

Sd/-
Kishore M. Pradhan
Independent Director
DIN: 02749508

Sd/-
Kalpesh P. Agrawal
Chief Financial Officer

Sd/-
Rahima S. Shaikh
Company Secretary
ACS - 63449

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

1. Corporate Information

Lloyds Engineering Works Limited (Formerly known as Lloyds Steels Industries Limited) ('the Company') is domiciled and incorporated in India as a Limited Liability Company with its shares listed on the National Stock Exchange and the Bombay Stock Exchange. The Registered Office of the Company is situated at Plot No. A - 5/5, MIDC Industrial Area, Murbad, Thane - 421 401. The Company is principally engaged in Design, Engineering, Manufacturing, Fabrication, Supply, Erection and Commissioning of all types of Mechanical, Hydraulic, Structural, Process Plants, Metallurgical, Chemical Plants Equipments including Marine Loading/ Unloading Arms, Truck/Wagon Loading/Unloading Arms, Columns, Pressure Vessels, Dryers, Boilers, Power Plant, Steel Plant Equipments, Capital Equipments and execution of Turnkey and EPC Projects.

The name of the company has been changed from "**Lloyds Steels Industries Limited**" to "**Lloyds Engineering Works Limited**" with effect from July 25, 2023 and approved by Registrar of Companies.

2. Summary of Significant Accounting Policies

2.1 Basis of Preparation

This financial statement has been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules as amended from time to time. In addition, the Guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations requires a different treatment.

Presentation of Financial Statements

The Balance Sheet and the Statement of Profit & Loss are prepared and presented in the format set out in Schedule III to the Companies Act, 2013 ("the Act"). The Cash flows Statement has been prepared and presented as per the requirements of Indian Accounting Standards (IND AS - 7) "Statement of Cashflows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit & Loss as prescribed in the schedule III to the Act, are presented by way of notes forming parts of accounts along with the other notes required to be disclosed under the notified Indian Accounting Standards and the Equity Listing Agreement. Amounts in the financial statement are presented in Indian rupees in Lakhs.

The financial statements for the year ended March 31, 2024 are authorized for issue by the Company's Board of Directors at their meeting held on **May 2, 2024**.

The preparation of the said financial statements requires the use of certain critical accounting estimates and judgments. It also requires the management to exercise judgment in the process of applying the Company's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgment or complexity, are disclosed in Note 3.

The financial statements are based on the classification provisions contained in Ind-AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013 along with the other notes required to be disclosed under the notified Indian Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required.

The Company accrues individual items of income / expenses above Rs. 10,000/- per item.

All the amounts included in the financial statements are reported in Lakhs of Indian Rupees and are rounded to the nearest Lakhs, except per share data and unless stated otherwise.

2.2 Basis of Measurement

The financial statements have been prepared on the accrual and going concern basis and the historical cost convention except where the Ind -AS requires a different accounting treatment. Historical cost is generally based on fair value of the consideration given in exchange of Goods & Services.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

Fair Value Measurement

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants. The Company wherever required has measured the Financial / non – Financial Assets and Liabilities at fair value in the Financial Statement.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

2.3 Foreign Currency Transactions

The financial statements are presented in Indian Rupees which is the functional and presentation currency of the Company.

Transactions in foreign currencies are initially recorded in the relevant functional currency at the rates prevailing on the date of the transaction.

Monetary Assets and Liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date with the resulting foreign exchange differences. On subsequent re-statement/ settlement, the same is recognised in the statement of profit and loss within finance costs / finance income. Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate prevalent, at the date of initial recognition (in case they are measured at historical cost) or at the date when the fair value is determined (in case they are measured at fair value). Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

2.4 Current Versus Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.

Deferred Tax Assets and Liabilities and all assets and liabilities which are not current (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the deferred liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period as the case may be. An asset is classified as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

2.5 Property, Plant and Equipment ('PPE')

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of Property, Plant and Equipment are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from the balance sheet and cost of the new item of PPE is recognised.

The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations where the said

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

expenditure can be measured reliably and is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset as appropriate.

Depreciation on PPE is computed using the straightline method over the estimated useful lives. Depreciation is provided as per useful life of the assets as prescribed in schedule II of the Companies Act. The Company has established the estimated range of useful lives of different categories of PPE as follows:

Particulars	Useful life (in years)
Factory Building	30 – 60
Plant & Machinery	15
Computers	3 – 6
Electrical Installations	10
Office Equipments and AC	5 – 8
Furniture and Fixtures	10
Motor Vehicles	8 – 10

The useful lives, residual values and depreciation method of PPE are reviewed and adjusted appropriately, at-least as at each reporting date so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effects of any change in the estimated useful lives, residual values and/ or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the PPE's remaining revised useful life. The cost and the accumulated depreciation for PPE sold, scrapped, retired or otherwise disposed-off are derecognised from the balance sheet and the resulting gains/ (losses) are included in the statement of profit and loss within Other Income.

Assets individually costing Rs. 10,000/- or less are depreciated fully in the year of purchase.

All directly attributable expenditure and interest cost on Borrowed Capital during the project construction period are accumulated and shown as Capital Work-in-Progress until the project/assets are put to use. Assets under construction are not depreciated.

2.6 Intangible Assets

Identifiable intangible assets are generally recognised when the Company controls the asset and it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be measured reliably. The intangible assets are initially recognised at cost. Assets having finite useful life are carried at cost less accumulated amortisation and impairment losses, if any.

2.7 Impairment of Non-Financial Assets – PPE

a. PPE and intangible assets with definite lives are reviewed for impairment, whenever events or changes in circumstances indicate that their carrying values may not be recoverable. For the purpose of impairment testing, the recoverable amount (that is, higher of the fair value less costs to sell and the value-in-use) is determined on an individual asset basis, unless the asset does not generate cash flows that are largely independent of those from other assets, in which case the recoverable amount is determined at the cash-generating-unit ('CGU') level to which the said asset belongs. If such individual assets or CGU are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the asset/CGU exceeds their estimated recoverable amount and allocated on pro rata basis.

Impairment losses, if any, are recognised in statement of profit and loss.

Reversal of Impairment Losses

Impairment losses are reversed and the carrying value is increased to its revised recoverable amount provided that this amount does not exceed the carrying value that would have been determined had no impairment loss been recognised for the said asset in previous years.

b. Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Goodwill is initially measured at cost, being the net identifiable assets acquired and liabilities assumed, measured in accordance with Ind AS 103, Business Combinations.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually. After initial recognition, goodwill is measured at cost less any accumulated impairment

For the purpose of impairment testing, goodwill acquired in a Business Combination, is from the acquisition date, allocated to each of the Group's cash generating units (CGUs) that are expected to benefit from the combination. A CGU is the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or Group of assets. Each CGU or a combination of CGUs to which goodwill is so allocated represents the lowest level at which goodwill is monitored for internal management purpose and it is not larger than an operating segment of the Group.

A CGU to which goodwill is allocated is tested for impairment annually, and whenever there is an indication that the CGU may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU. If the recoverable amount of the CGU exceeds the carrying amount of the CGU, the CGU and the goodwill allocated to that CGU is regarded as not impaired. If the carrying amount of the CGU exceeds the recoverable amount of the CGU, the Group recognizes an impairment loss by first reducing the carrying amount of any goodwill allocated to the CGU and then to other assets of the CGU pro-rata based on the carrying amount of each asset in the CGU.

Any impairment loss on goodwill is recognized in the Statement of Profit and Loss. An impairment loss recognized on goodwill is not reversed in subsequent periods.

On disposal of a CGU to which goodwill is allocated, the goodwill associated with the disposed CGU is included in the carrying amount of the CGU when determining the gain or loss disposal.

2.8 Leases:

The Leases of Property, Plant and Equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to Statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 - 'Leases'. This standard is effective from 1st April, 2019. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Ind AS 116 - Leases amends the rules for the lessee's accounting treatment of operating leases. According to the standard all operating leases (with a few exceptions) must therefore be recognized in the balance sheet as lease assets and corresponding lease liabilities. The lease expenses, which were recognised as a single amount (operating expenses), will consist of two elements: depreciation and interest expenses. The standard has become effective from 2019 and the Company has assessed the impact of application of Ind AS 116 on Company's financial statements and provided necessary treatments and disclosures as required by the standard. (Refer Note No 5).

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Right to use asset

Right-to-use assets, are measured at cost less any accumulated depreciation and, if necessary, any accumulated impairment. The cost of a right-to-use asset comprises the present value of the outstanding lease payments plus any lease payments made at or before the commencement date less any lease incentives received, any initial direct costs and an estimate of costs to be incurred in dismantling or removing the underlying asset. In this context, the Company also applies the practical expedient that the payments for non-lease components are generally recognized as lease payments. If the lease transfers ownership of the underlying asset to the lessee at the end of the lease term or if the cost of the right-to-use asset reflects that the lessee will exercise a purchase

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

option, the right-to-use asset is depreciated to the end of the useful life of the underlying asset. Otherwise, the right-to-use asset is depreciated to the end of the lease term.

Lease liability

Lease liabilities, which are assigned to financing liabilities, are measured initially at the present value of the lease payments. Subsequent measurement of a lease liability includes the increase of the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made.

2.9 Financial Instruments:

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Recognition

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial asset. However, trade receivable that do not contain a significant financing component are measured at transaction price.

Subsequent Measurement

The subsequent measurement of the non-derivative financial assets depends on their classification as follows:

Financial Assets Measured at Amortised Cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. However, where the impact of discounting / transaction costs is significant, the amortised cost is measured using the effective interest rate ('EIR') method. Interest income from these financial assets is included in Other Income.

Fair Value through Other Comprehensive Income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, the same are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value through Profit or Loss

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment

The impairment of assets depends on whether there has been a significant increase in the credit risks since initial recognition. Accordingly, the Company deals with providing for impairment of loss. In case of trade receivables, the Company applies the simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial Liabilities

Initial Recognition

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent Recognition

The subsequent measurement of financial liabilities depends on their classification, as described below:

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

Financial liabilities at fair value through profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. Changes in fair value of such liability are recognized in the statement of profit or loss.

Financial liabilities at amortized cost

The Company's financial liabilities at amortized cost are initially recognized at net of transaction costs and includes trade payables, borrowings including bank overdrafts and other payables.

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method except for deferred consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

2.10 Taxes

The income tax expense comprises of current and deferred income tax. Income tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity, in which case the related income tax is also recognised accordingly.

a. Current Tax

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess/ (shortfall) of the Company's income tax obligation for the period are recognised in the balance sheet as current income tax assets/liabilities.

Any interest, related to accrued liabilities for potential tax assessments are not included in Income tax charge or credit, but are rather recognised within finance costs.

b. Deferred Tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. However, if these are unabsorbed depreciation, carry forward losses and items relating to capital losses, deferred tax assets are recognised when there is reasonable certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets in respect of unutilized tax credits which mainly relate to minimum alternate tax are recognised to the extent it is probable that such unutilized tax credits will get realised.

The unrecognised deferred tax assets/carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, (a) the Company currently has a right to set-off the current income tax assets and liabilities, and (b) when it relates to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balances on net basis.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

2.11 Inventories

Inventories are stated at the lower of cost (determined using weighted average cost method) and net realisable value. The costs comprise its purchase price and any directly attributable cost of bringing to its present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated variable costs necessary to make the sale.

Following are general practice adopted by the company for valuation of Inventory.

Sr. No.	Type of Inventory	Valuation methodology
1	Raw Materials	*At lower of cost and net realizable value.
2	Stores and Spares	At cost.
3	Work-in-process/Semi-Finished Goods	At cost.
4	Engineering Plant Finished Goods	At lower of cost and Market Value
5	Finished Goods/Traded Goods	At lower of cost and Market Value
6	Scrap Material	At Net Realisable Value
7	Tools and Equipments	At lower of cost and disposable value

*Material and other supplies held for use in the production of the inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

2.12 Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, bank balances and fixed deposits including deposits towards margin money.

2.13 Share Capital

The Company has only one class of shares i.e. Equity Shares having par value of Re 1/- each per equity share. The dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that effect.

2.14 Employee Benefits

The Company's employee benefits mainly include wages, salaries, bonus, defined benefit plans, compensated absences. The employee benefits are recognised in the year in which the associated services are rendered by the Company employees.

a. Short Term Employee Benefits

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

b. Post Employment Benefits – Gratuity

The Company operates one defined benefit plan, viz., Gratuity benefit, for its employees. The Gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. The Company does not have any fund for gratuity liability and the same is accounted for as provision.

The Company provides for the liability towards the said plans on the basis of actuarial valuation carried out yearly as at the reporting date, by an independent qualified actuary using the projected unit- credit method.

The obligation towards the said benefits is recognised in the balance sheet, at the present value of the defined benefit obligations. The present value of the said obligation is determined by discounting the estimated future cash outflows.

The interest expense is calculated by applying the above mentioned discount rate to the defined benefit obligations liability. The interest expense on the defined benefit liability is recognised in the statement of profit and loss. However, the related re-measurements of the defined benefit liability is recognised directly in the other comprehensive income in the period in which it arises. The said re-measurements comprise of actuarial gains and losses (arising from experience adjustments and

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

changes in actuarial assumptions). Re-measurements are not re-classified to the statement of profit and loss in any of the subsequent periods.

c. Other Employee Benefits – Leave Encashment

Under the other long term employee benefit plan, the company extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement/ separation or during tenure of service. The Plan is not funded by the Company.

The Company provides for the liability towards the said benefit on the basis of actuarial valuation carried out yearly as at the reporting date, by an independent qualified actuary using the projected unit- credit method. The related re-measurements are recognised in the statement of profit and loss in the period in which they arise.

d. Stock Options

Stock Options are granted to eligible employees under the LLOYDS STEELS ESOP – 2021, as may be decided by the Nomination & Compensation Committee / Board. Eligible employees for this purpose include employees of the company. Under Ind AS, the cost of Stock Options is recognised based on the fair value of Stock Options as on the grant date.

While the fair values of Stock Options granted is recognised in the Statement of Profit and Loss for employees of the company (other than those out on deputation).

2.15 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the said obligation and the amounts of the said obligation can be reliably estimated. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

2.16 Amortisation of Expenses

Deferred Revenue Expenditure is amortised over a period of five years.

2.17 Contingencies

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are disclosed where an inflow of economic benefits is certain.

2.18 Revenue Recognition

Revenue is recognised upon transfer of control of promised goods to customers i.e., when the performance obligation gets fulfilled in an amount that reflects the consideration which the company expects to receive in exchange for that particular performance obligation.

Revenue is measured based on the transaction price, which is the net of variable consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

a. Revenue From Operations

i. Sale of Goods

Revenue from the sale of manufactured and traded goods is recognised when significant risks and rewards of ownership of goods have been transferred, effective control over the goods no longer exists with the Company, amount of revenue / costs in respect of the transactions can reliably be measured and probable economic benefits associated with the transactions will flow to the Company.

ii. Rendering of Services

Revenue in case of contracts/orders spreading over more than one financial year are booked to the extent of work billed. Sales include export benefits & net of sales return. Export benefits accrue on the date of export, which are utilized for custom duty-free import of material/ transferred for consideration.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

iii. Revenue Recognition on Percentage Completion Basis

In case of unbilled work, Revenue is recognised when significant portion of the work exceeding 75 % is completed. Till such time the unbilled work is carried at cost in Work-In-Progress.

b. Other Revenue

1) Customs Duty

Customs Duty/incentive entitlement as and when eligible is accounted on accrual basis. Accordingly, import duty benefits against exports effected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty free imports of raw material yet to be made.

2) Interest Income

Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.

3) Other Income/Miscellaneous Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

2.19 Borrowing Costs

i. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

ii. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

iii. The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the period less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset. The Company suspends capitalisation of borrowing costs during extended periods in which it suspends

2.20 Earnings Per Share ('EPS')

Basic earnings per share is calculated by dividing the net profit attributable to the equity shareholders of the Company with the weighted average number of equity shares outstanding during the financial year, adjusted for treasury shares.

Diluted Earnings per share is calculated by dividing net profit attributable to the equity shareholders of the Company with the weighted average number of shares outstanding during the financial year, adjusted for the effects of all dilutive potential equity shares.

2.21 Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit for the effects of:

i. changes during the period in inventories and operating receivables/payables transactions of a non-cash nature;

ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses and undistributed profits of associates; and

iii. All other items for which the cash effects are investing or financing cash flows.

2.22 Unclaimed Dividend

The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules)

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer such shares of Members of whom dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.

2.23 Dividend Distribution

Dividends paid (including income tax thereon) are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

3. Critical Judgements and Estimation in applying the Company's Accounting Policies

The estimates and judgements used in the preparation of the financial statements are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates and judgements are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of Property, Plant and Equipment, Intangible Assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, expected cost of completion of contracts, provision for rectification costs, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

The areas involving critical estimates and judgements are:

a) Estimation of current tax expenses and payable.

b) Recognition of deferred tax assets for carried forward tax losses - Refer Note No. 10

c) Revenue Recognition - Refer Note No. 23

d) Estimation of defined benefit obligation – Refer Note No. 28

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

4. Property, Plant and Equipment (PPE)

(Rs in Lakhs)

Particulars	Land	Building	Plant & Machinery	Computers	Electrical Installations	Office Equipments	Furniture & Fixtures	Motor Vehicles	Total
Cost as at April 1, 2023	**411.13**	**1,113.36**	**3,485.80**	**48.29**	**146.93**	**106.64**	**261.66**	**305.57**	**5,879.38**
Additions	-	75.85	2,946.28	47.95	450.54	103.59	235.00	708.19	4,567.40
Disposals	-	-	860.52	-	-	-	-	80.32	940.84
Cost as at March 31, 2024	**411.13**	**1,189.21**	**5,571.56**	**96.24**	**597.47**	**210.23**	**496.66**	**933.44**	**9,505.94**
Accumulated Depreciation as on April 1, 2023	**-**	**591.08**	**1,960.70**	**12.88**	**138.58**	**83.40**	**214.82**	**170.68**	**3,172.14**
Depreciations	**-**	**29.82**	**85.95**	**23.38**	**1.22**	**21.87**	**17.99**	**61.84**	**242.07**
Disposals	**-**	**-**	**37.40**	**-**	**-**	**-**	**-**	**64.87**	**102.27**
Accumulated Depreciation as on March 31, 2024	**-**	**620.90**	**2,009.25**	**36.26**	**139.80**	**105.27**	**232.81**	**167.65**	**3,311.94**
Net Carrying Cost as at March 31, 2024	**411.13**	**568.31**	**3,562.31**	**59.98**	**457.67**	**104.96**	**263.85**	**765.79**	**6,194.00**
Capital Work in Progress									**1,064.66**
Total									**7,258.66**

(Rs in Lakhs)

Particulars	Land	Building	Plant & Machinery	Computers	Electrical Installations	Office Equipments	Furniture & Fixtures	Motor Vehicles	Total
Cost as at April 1, 2022	**146.66**	**824.80**	**3,344.66**	**190.38**	**146.93**	**90.97**	**257.32**	**273.48**	**5,275.20**
Additions	264.47	295.38	1,355.14	35.45	-	15.67	4.34	57.44	2,027.89
Disposals	-	6.82	1,214.00	177.54	-	-	-	25.35	1,423.71
Cost as at March 31, 2023	**411.13**	**1,113.36**	**3,485.80**	**48.29**	**146.93**	**106.64**	**261.66**	**305.57**	5,879.38
Accumulated Depreciation as on April 1, 2022	**-**	**572.84**	**3,021.15**	**174.96**	**137.07**	**81.87**	**205.12**	**159.38**	4,352.39
Depreciations	-	24.24	77.23	8.90	1.51	1.53	9.70	24.97	148.08
Disposals	-	6.00	1,137.68	170.98	-	-	-	13.67	1,328.33
Accumulated Depreciation as on March 31, 2023	**-**	**591.08**	**1,960.70**	**12.88**	**138.58**	**83.40**	**214.82**	**170.68**	**3,172.14**
Net Carrying Cost as at March 31, 2023	**411.13**	**522.28**	**1,525.10**	**35.41**	**8.35**	**23.24**	**46.84**	**134.89**	**2,707.24**
Capital Work in Progress									**2,555.31**
Total									**5,262.55**

Note: There are no charge on the all above assets of the company other than on Motor vehicle to the extent of Rs. 649.36 lakhs.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

4. Property, Plant and Equipment (PPE) (Contd.)

Ageing for Capital – Work – in – Progress as at March 31, 2024 is as follows (Rs in Lakhs)

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	1,064.66	-	-	-	1,064.66

Ageing for capital – work – in – progress as at March 31, 2023 is as follows (Rs in Lakhs)

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	2,181.69	373.62	-	-	2,555.31

Ageing for Goodwill as at March 31, 2024 is as follows (Rs in Lakhs)

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Goodwill	-	-	-	95.98	95.98

Ageing for Goodwill as at March 31, 2023 is as follows (Rs in Lakhs)

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Goodwill	-	-	-	95.98	95.98

Allocation of Goodwill to cash generating units

Goodwill is allocated to the following cash generating unit ("CGU") for impairment testing purpose (Rs in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Engineering Business	95.98	95.98

The recoverable amount of this CGU for impairment testing is determined based on value-in-use calculations which uses cash flow projections based on financial budgets approved by management covering a five-year period (Previous year - five year), as the Company believes this to be the most appropriate timescale for reviewing and considering annual performance before applying a fixed terminal value multiple to the final cash flows.

As at 31st March, 2024 and 31st March, 2023, goodwill in respect of Engineering Business was not impaired

Key Assumptions used for value in use calculations are as follows:

Particulars	31st March, 2024	31st March, 2023
Compounded average net sales growth rate for five years period	26.00 %	31.00 %
Growth rate used for extrapolation of cash flow projections beyond the period	4.00 %	4.00 %
Discount rate	10.00 %	10.00 %

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

Discount Rates -

Management estimates discount rates using pre-tax rates that reflect current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital.

Growth Rates -

The growth rates are based on industry growth forecasts. Management determines the budgeted growth rates based on past performance and its expectations on demand condition. The weighted average growth rates used are consistent with industry reports.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

5. Right To Use - Ind AS 116, Leases Impact

The Right To Use value disclosed is as per Ind AS 116 (Lease Impact). The impact of Ind AS 116 on the Company's financial statements as at 31 March 2024 is as follows:

The details of the right-to-use assets held by the Company as on 31st March, 2024 is as follows: (Rs in Lakhs)

	Additions (Net of Termination) for year ended March 31, 2024	Net carrying amount as at March 31, 2024
Building	1,092.35	1,458.90
Total	1,092.35	1,458.90

Expenses / (Income) on right-to-use assets are as follows: (Rs in Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on Building	155.25	85.16
Interest on Lease Liabilities	111.27	47.87
Total	**266.52**	**133.03**

The details of the right-to-use assets held by the Company as on 31st March, 2023 is as follows: (Rs in Lakhs)

	Additions for year ended March 31, 2023	Net carrying amount as at March 31, 2023
Building	230.58	521.80
Total	230.58	521.80

Expenses / (Income) on right-to-use assets are as follows: (Rs in Lakhs)

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on Building	85.16	49.30
Interest on Lease Liabilities	47.87	38.05
Total	**133.03**	**87.35**

Statement of Cash Flows:

The total cash outflow for leases is Rs. 332.32 lakhs and Rs. 109.67 lakhs for years ended March 31, 2024 and 2023, respectively.

6. Other Financial Asset (Non-Current)

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Non-current		
Security Deposits, Considered Good	105.83	59.17
Total	**105.83**	**59.17**

7. Investments – Non-Current

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Investment designated at Amortised value through profit and loss Investments in Equity Instruments. (unquoted - fully paid up)		
Citizencredit Co-operative Bank Limited 100 Equity Shares of Rs. 10/- each (100 Equity Shares of Rs. 10/- each) – at cost	0.01	0.01
Lloyds Infrastructure & Construction Limited (4,90,00,000 Equity Shares of Re. 1/- each (Previous Year Rs. Nil) – at cost	490.00	-
Total value of unquoted shares	**490.01**	**0.01**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

7. Investments – Non-Current (Contd.)

Aggregate value of quoted and unquoted Investments is as follows:

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Aggregate value of quoted Investments	-	-
Aggregate value of unquoted Investments	490.01	0.01
Aggregate Value of Impairment of Investments	-	-

8. Loans

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Loans to Others (Unsecured)		
Inter Corporate Deposits, Considered Good	1,887.00	5,215.00
Total	**1,887.00**	**5,215.00**

9. Other Current Financial Asset

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
- Security Deposits, Considered Good	177.26	19.52
- Tax Recoverable	147.16	630.21
- Interest Receivable	322.92	119.56
Total	**647.34**	**769.29**

10. Income Taxes

i. The movement in Deferred Tax Assets and Liabilities during the year is as follows:

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Opening balance	**107.51**	**364.41**
Tax (Expense)/ Income Recognised in statement of Profit and Loss	552.77	(246.11)
Tax Income/ (Expense) Recognised in OCI	(9.99)	(10.79)
Closing Balance	**650.29**	**107.51**

ii. The Major Component of the Tax Expenses / (Income) are:

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Current Income Tax		
For the Year	2,591.13	993.53
Deferred Tax		
For the Year	(542.78)	256.90
Income Tax Expenses	**2,048.35**	**1,250.43**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

10. Income Taxes (Contd.)

iii. The Analysis of Deferred Tax Assets / (Liabilities) and (Expenses) / Income is as follows

(Rs in Lakhs)

Particulars	Opening Balance as on 1st April, 2023	Recognised in Profit & Loss Account (Expenses) / Income	Recognised in Other Comprehensive Income	Closing Balance as on 31st March, 2024
Deferred Tax Assets				
Leasehold Assets	14.76	(38.78)	-	(24.02)
Security Deposit	0.16	21.44	-	21.60
Employee Benefits	109.36	21.94	(9.99)	121.31
Written Down Value on Property, Plant and Equipment	(67.70)	(85.40)	-	(153.10)
Expenses allowed in future period	4.30	(4.30)	-	-
Optional Fully Convertible Debenture	(0.24)	0.24	-	-
Share Based Payment Expenses	46.87	637.63	-	684.50
Net Deferred Tax Assets	**107.51**	**552.77**	**(9.99)**	**650.29**

iv. Current Tax Assets (Net)

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Advance Payment of Income Tax (Net)	53.48	280.71
Total	**53.48**	**280.71**

11. Other Assets

(i) Other Non-Current Asset

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Prepaid Expenses	0.36	0.87
Security Deposit – AS 109	73.99	-
Capital Advance	2,166.17	160.41
Total	**2,240.52**	**161.28**

(ii) Other Current Asset

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Prepaid Expenses	22.58	4.40
Security Deposit – AS 109	9.28	-
Advance to Employees	5.40	4.43
Advance to Suppliers	4,131.49	9,419.35
Other Advances	170.00	-
Total	**4,338.75**	**9,428.18**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

12. Inventories

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Raw Materials	3,669.80	1,714.70
Work-In-Progress	4,735.59	8,019.15
Bought Out Components & Stores and Spares	1,783.23	1,712.50
Scrap & By-Products	9.68	11.64
Total	**10,198.30**	**11,457.99**

Refer Note No. 2.11 for Valuation of Inventory

13. Trade Receivables

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Unsecured		
Considered Good *	15,185.45	2,909.45
Considered Doubtful	-	-
Sub-Total	**15,185.45**	**2,909.45**
Less: Provision for Expected Credit Loss **	4.38	-
Total	**15,181.07**	**2,909.45**

* Refer note no. 35 for receivables from related party

** Company have provided Expected Credit Loss provision of Rs. 4.38 lakhs (Previous year Rs. Nil)

Trade Receivable Ageing Schedule

Outstanding for following periods from the date of transaction as on March 31, 2024:

(Rs. In Lakhs)

Particulars	Less than 6 months	6 months – 1 year	1 – 2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable – Considered Good	15,136.97	44.10	-	-	-	15,181.07
(ii) Undisputed Trade Receivables – Which have significant Increase in Credit Risk.	-	-	-	-	-	-
(iii) Undisputed Trade Receivable – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables – Which have significant Increase in Credit Risk.	-	-	-	-	-	-
(vi) Disputed Trade Receivable – Credit Impaired	-	-	-	-	-	-
Total	**15,136.97**	**44.10**	**-**	**-**	**-**	**15,181.07**

Outstanding for following periods from the date of transaction as on March 31, 2023:

(Rs. In Lakhs)

Particulars	Less than 6 months	6 months – 1 year	1 – 2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable – Considered Good	2,902.48	6.97	-	-	-	2,909.45
(ii) Undisputed Trade Receivables – Which have significant Increase in Credit Risk.	-	-	-	-	-	-
(iii) Undisputed Trade Receivable – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables – Which have significant Increase in Credit Risk.	-	-	-	-	-	-
(vi) Disputed Trade Receivable – Credit Impaired	-	-	-	-	-	-
Total	**2,902.48**	**6.97**	**-**	**-**	**-**	**2,909.45**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

14. Cash and Cash Equivalents

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Balances with Banks		
In Current Accounts	99.23	47.07
Bank Deposits with original maturity of three months or less	25.12	18.91
Sub – Total (A)	**124.35**	**65.98**
Cash in Hand (B)	-	0.08
Other Bank Balance		
Margin Money Deposit *	3,469.78	732.60
Bank Deposits for Overdraft Facility	8,903.00	-
Sub – Total (C)	**12,372.78**	**732.60**
Total (A + B + C)	**12,497.13**	**798.66**

* Held against various Bank Guarantees

15. Other Balances with Bank

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Earmarked Balances with Bank **	24.56	8.76
Total	**24.56**	**8.76**

** Earmarked Balance with banks pertains to Unclaimed Dividend

Last date to claim, unclaimed / unpaid dividends before transfer to IEPF, for the financial year 2021 – 22 and thereafter, are as under:

Financial Year	Declaration Date	Date to claim before transfer to IEPF
2021 – 2022	13th August, 2022	11th September, 2029
2022 – 2023	24th July, 2023	22nd August, 2030

16. Equity Share Capital

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Authorised Share Capital		
120,00,00,000 Equity Shares of Re. 1/- each (P.Y. 120,00,00,000)	12,000.00	12,000.00
Issued, Subscribed and fully paid-up shares		
114,46,29,492 Equity shares of Re. 1/- each (Previous year 98,86,98,382 Equity Shares of Re 1/- each)	11,446.29	9,886.98
Total	**11,446.29**	**9,886.98**

i. During the year, the Board of Directors on May 10, 2023 approved the issuance and allotment of 7,50,00,000 (previous year 9,00,00,000 equity shares) equity shares of face value of Re. 1/- each ("Equity Shares") at a price of Rs. 3.86 each to the warrant holders i.e. Lloyds Metals & Minerals Trading LLP and Aeon Trading LLP pursuant to conversion of 7,50,00,000 convertible warrants ("Convertible Warrants") into equity shares of the Company in the ratio of 1:1 consequent to the exercise of the option to convert such Convertible Warrants into equity shares of the Company.

The Board of Directors at its meeting held on July 1, 2023 has considered and approved the allotment of 1,51,80,000 Equity Shares of Re. 1/- each at a premium of Rs. 12.65 each pursuant to conversion of 12% Optionally Fully Convertible Debentures ("OFCDs") consequent to exercise of the option to convert such OFCDs into Equity shares of the Company.

The Board of Directors at its meeting held on January 18, 2024 allotted 6,34,64,610 shares to the Equity Shareholders of the Company through Rights Issue at issue price of Rs. 15.50 per equity Share (including a premium of Rs. 14.50 per equity Share).

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

16. Equity Share Capital (Contd.)

The Company has allotted 22,86,500 shares under 'Lloyds Steels Industries Limited Employee Stock Option Plan – 2021' to Lloyds Steels Employees Trust at a Price of Rs. 7.50 each. These stock options will be exercise by the employees within the time mentioned in LLOYDS STEELS ESOP – 2021."

In view of the above the Paid-up Equity Share Capital of the Company was increased from Rs. 98,86,98,382 /- (98,86,98,382 Equity share of face value of Re. 1 each) to Rs. 1,14,46,29,492/- (1,14,46,29,492 Equity shares of face value of Re. 1 each).

ii The Company has not issued any share as fully paid up without payment being received in cash or as bonus. Also company has not bought back any shares in last 5 years.

iii Reconciliation of Number of Shares

Particulars	31st March, 2024		31st March, 2023	
	Number of Shares	Rs. in Lakhs	Number of Shares	Rs. in Lakhs
Equity Shares				
Opening Balance	98,86,98,382	9,886.98	89,86,98,382	8,986.98
Issued during the year	15,59,31,110	1,559.31	9,00,00,000	900.00
Closing Balance	**114,46,29,492**	**11,446.29**	**98,86,98,382**	**9,886.98**

iv Terms and Rights attached to Equity Shares.

The Company has only one class of Equity Shares having par value of Re.1 per share. Each holder of equity shares is entitled to cast one vote per share and is also entitled for Dividend.

v Details of Shareholders Holding more than 5 % shares in the Company

Name of Shareholders	31st March, 2024		31st March, 2023	
	(Nos.)	(% holding)	(Nos.)	(% holding)
Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited)	48,04,12,901	41.97 %	47,98,37,185	48.53%
Lloyds Metals And Minerals Trading LLP	8,73,52,941	7.63 %	4,50,00,000	4.55%
Aeon Trading LLP	8,73,52,941	7.63 %	4,50,00,000	4.55%

vi Details of Share held by Holding Company, its Subsidiaries and Associates in the Company.

Name of Shareholders	As at 31st March, 2024		As at 31st March, 2023	
	(Nos.)	(% holding)	(Nos.)	(% holding)
Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited)	48,04,12,901	41.97 %	47,98,37,185	48.53%

vii Terms of Securities Convertible into Equity Shares

Sr. No.	Type of Securities issued	Number of Securities			Terms
		Opening	Converted	Closing	
1	Optionally Fully Convertible Debentures (OFCD)	1,51,80,000	1,51,80,000	-	Equivalent number of Equity Shares to be converted within 18 months from the date of issue of OFCD at the discretion of option holder
2	Convertible Warrants	7,50,00,000	7,50,00,000	-	Equivalent number of Equity Shares to be converted within 18 months from the date of issue of Convertible Warrants at the discretion of Warrant holder.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

16. Equity Share Capital (Contd.)

viii Disclosure of Shareholding of Promoters

Disclosure of Shareholding of Promoters as on 31st March, 2024 is as follows:

Sr. No.	Name of Promoter	Shares held by Promoters				% Change during the year
		March 31, 2024		March 31,2023		
		No. of Shares	% of total Shares	No. of Shares	% of total Shares	
1	Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited)	48,04,12,901	41.97 %	47,98,37,185	48.53%	(6.56%)
2	Aeon Trading LLP	8,73,52,941	7.63 %	4,50,00,000	4.55%	3.08 %
3	Lloyds Metals And Minerals Trading LLP	8,73,52,941	7.63 %	4,50,00,000	4.55%	3.08 %
4	Smt. Renu R Gupta	72,720	0.01 %	68,680	0.01 %	-
5	Shri. Rajesh R Gupta	87,224	0.01 %	61,438	0.01 %	-
6	Late Smt. Chitralekha R Gupta	Nil	Nil	22,172	0.00 %#	(0.00 %)#
7	Smt. Abha M Gupta	7,956	0.00 %#	7,514	0.00 %#	-
8	Shri. Mukesh R Gupta	7,512	0.00 %#	7,095	0.00 %#	-

*Please refer Note no. 16 (iii) for movement in Equity Shares during the year.

#Represents Percentage less than 0.005%

Disclosure of Shareholding of promoters as on 31st March, 2023 is as follows:

Sr. No.	Name of Promoter	Shares held by Promoters				% Change during the year
		At March 31, 2023		At March 31,2022		
		No. of Shares	% of total Shares	No. of Shares	% of total Shares	
1	Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited)	47,98,37,185	48.53%	47,98,37,185	53.39%	(4.86 %)*
2	Aeon Trading LLP	4,50,00,000	4.55%	Nil	Nil	4.55 %
3	Lloyds Metals and Minerals Trading LLP	4,50,00,000	4.55%	Nil	Nil	4.55 %
4	Smt. Renu R Gupta	68,680	0.01 %	68,680	0.01 %	-
5	Shri. Rajesh R Gupta	61,438	0.01 %	61,438	0.01 %	-
6	Late Smt. Chitralekha R Gupta	22,172	0.00 %#	22,172	0.00 %#	-
7	Smt. Abha M Gupta	7,514	0.00 %#	7,514	0.00 %#	-
8	Shri. Mukesh R Gupta	7,095	0.00 %#	7,095	0.00 %#	-

*The percentage change during the year is due to conversion of 9,00,00,000 convertible warrants into Equity Shares of the company on May 19, 2022.

#Represents Percentage less than 0.005%

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

17. Other Equity

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Capital Reserve		
Opening Balance	5.00	5.00
Transfer from / to Retained Earning	-	-
Closing Balance (i)	**5.00**	**5.00**
Retained Earnings		
Opening Balance	6,166.84	2,946.81
Profit for the year	7,983.83	3,682.31
Remeasurement of defined employee benefit plans	29.71	32.07
Transaction Cost for Right Issue	(174.80)	-
Transfer from SBP Reserve	1.81	-
Dividend Paid	(1,078.88)	(494.35)
Closing Balance (ii)	**12,928.51**	**6,166.84**
Money received against Convertible Warrants		
Opening Balance	**716.64**	**1,585.14**
Money received against Convertible Warrants	2,171.25	2,605.50
Expenses for Convertible Warrants transferred to P & L	7.11	-
Conversion of Convertible Warrants by Warrant Holder.	(2,895.00)	(3,474.00)
Closing Balance (iii)	**-**	**716.64**
Share Based Payment Reserve		
Opening Balance	**186.97**	**-**
Share Based Payment Expenses	564.59	186.97
Transferred to Retained Earnings due to Exercise of Shares by Employees	(1.81)	
Closing Balance (iv)	**749.75**	**186.97**
Securities Premium		
Opening Balance	**2,574.00**	**-**
Premium on Conversion of Convertible Warrants by Warrant Holder	2,145.00	2,574.00
Premium on Conversion of Optionally Fully Convertible Debentures	1,920.27	
Premium against Right Issue	9,202.37	
Premium against issue for Shares Under ESOP	148.62	
Closing Balance (v)	**15,990.26**	**2,574.00**
Total Other Equity (i) + (ii) + (iii) + (iv) + (v)	**29,673.52**	**9,649.45**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

18. Financial Liabilities

(i) Non-Current

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Borrowings		
Secured		
Term Loans against Vehicles	465.27	42.65
Total	**465.27**	**42.65**

(ii) Current

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Borrowings		
Other Loan		
Secured		
- Cash Credit	-	248.79
- Overdraft Against Term Deposit	5,499.47	-
- Current Maturity of Long-Term Borrowing	116.14	27.49
Unsecured		
- Current Maturity of Liability component of Compound Financial Instruments	-	2,071.10
- Inter Corporate Deposits	-	2,249.90
Total	**5,615.61**	**4,597.28**

(iii) Other Financial Liabilities

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Unsecured		
- Interest Accrued but Not Due	4.15	39.64
- Employees Payable (Refer Note No. 35 for Related Party Outstanding)	175.75	126.77
- Taxes Payable	1,544.90	81.17
- Unclaimed Dividend	24.56	8.76
Total	**1,749.36**	**256.34**

Repayment of Term Loan

The loans are secured with exclusive charges over vehicles.

Terms of Repayment

(Rs in Lakhs)

Particulars	Amount Outstanding as at 31st March, 2024	F.Y. 24-25	F.Y. 25-26	F.Y. 26-27	F.Y. 27-28 onwards
Term Loans against Vehicles	581.41	116.14	120.35	126.82	218.09

The rate of interest for vehicles loan varies from bank-to-bank ranges between from 8 % to 10 %.

(iv) Lease Liabilities

(Rs in Lakhs)

Particulars	Non - Current		Current	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
Lease Liabilities (Refer Note 5)	1,178.31	496.98	270.98	83.45
Total – Lease Liabilities	**1,178.31**	**496.98**	**270.98**	**83.45**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

19. Provisions

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Provision for Employees Benefits		
Gratuity	418.53	374.81
Compensated Absence	58.05	54.34
Provision for Others		
Expenses	315.81	251.88
Total	**792.39**	**681.03**
(i) Non - Current – Provisions	**407.21**	**359.14**
(ii) Current – Provisions	**385.18**	**321.89**

Refer Note 28 for movement of provision towards employee benefits.

20. Trade Payables

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
(i) MSME	-	-
(ii) Others (Refer Note No. 35 for Related Party Payables)	2,775.97	2,453.88
(iii) Disputed Dues – MSME	-	-
(iv) Disputed Dues – Others	24.30	24.30
Total	**2,800.27**	**2,478.18**

The Company identifies suppliers registered under Micro, Small & Medium Enterprises Development Act, 2006 by sourcing information from suppliers and accordingly made classification based on available information with the Company.

Outstanding for following periods from the date of transaction as on 31st March, 2024:

(Rs in Lakhs)

Particulars	Less than 1 year	1 – 2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others (Refer Note No. 35 for Related Party Payables)	2,680.52	58.13	13.95	23.37	2,775.97
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	24.30	24.30

Outstanding for following periods from the date of transaction as on 31st March,.2023:

(Rs in Lakhs)

Particulars	Less than 1 year	1 – 2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others (Refer Note No. 35 for Related Party Payables)	2,418.33	15.92	16.45	3.18	2,453.88
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-		24.30	24.30

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

21. Other Current Liabilities

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Current		
Advances from Customers (Refer Note No. 35 for Related Party Advances)	3,135.82	8,912.65
Total	**3,135.82**	**8,912.65**

22. Contingent Liabilities & Commitments

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Contingent Liabilities		
A) Claims against the Company, not acknowledged as Debts *	3,272.02	3,093.77
B) Guarantees		
Guarantees issued by the Company's Bankers on behalf of the Company	3,242.34	1,550.33
C) Income Tax Liability for the Assessment Year 2015-16, 2016-17, 2018-19 & 2019-20 under section 153C, not acknowledged as debts.	1,146.28	1,146.28
Commitments		
D) Estimated amount of contracts remaining to be executed on capital account and not provided for	1,200.21	861.66

*The amount assess as contingent liability includes interest component calculated as at reporting period that could be claimed by counter parties.

23. Revenue From Operations

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
Sale of Products		
Finished Goods (Refer Note No. 35 for Related Party)	58,583.40	29,894.74
Sale of Traded Goods	3,387.87	1,077.40
Other Operating Revenue		
Sale of Scrap & By Products	228.54	211.41
Job Work Charges	223.80	77.43
Total	**62,423.61**	**31,260.98**

24. Other Income

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
Interest Income		
On Bank Deposits	265.19	60.19
From Others	331.54	508.10
On Security Deposit (As per Ind AS 109)	5.28	4.39
Other Non – Operating Income		
Miscellaneous Income	98.89	6.04
Gain on Sale of Fixed Assets	40.53	-
Gain on Termination – Lease Ind As 116	2.44	-
Liabilities no longer required, Written Back (net)	0.13	0.91
Total	**744.00**	**579.63**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

25. Cost of Raw Materials Consumed

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
Cost of Raw Materials Consumed		
Iron & Steel, etc.	23,713.79	16,895.18
Bought Out Components & Spares	9,932.87	5,010.05
Total	**33,646.66**	**21,905.23**

26. Purchase of Traded Goods

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
- Iron & Steel	3,332.79	1,060.24
Total	**3,332.79**	**1,060.24**

27. Changes in Inventories of Finished Goods, Work-In-Progress & Stock in Trade

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
Inventories at the end of the year		
Work-In-Progress	4,735.59	8,019.15
Scrap	9.68	11.64
Total	**4,745.27**	**8,030.79**
Inventories at the beginning of the year		
Work-In-Progress	8,019.15	3,854.66
Scrap	11.64	25.45
Total	**8,030.79**	**3,880.11**
Total (Increase) / Decrease in Inventories	**3,285.52**	**(4,150.68)**

28. Employee Benefits Expenses as per IND AS – 19.

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
Salaries, Wages and Bonus	2,012.82	1,431.16
Contribution to Provident and Other Fund	110.62	74.96
Gratuity & Leave Encashment Expenses	125.65	90.51
Staff Welfare /Workmen Expenses	78.48	23.08
Share Based Payment to Employees (Refer Note No. 33)	564.58	186.97
Managerial Remuneration	112.59	99.78
Total	**3,004.74**	**1,906.46**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

28. Employee Benefits Expenses as per IND AS – 19. (Contd.)

Defined Benefit Plan

The Company operates one Defined Benefit Plan, viz., Gratuity Benefit, for its employees. The Gratuity Plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service as per the Payment of Gratuity Act. The Company does not have any fund for Gratuity Liability and the same is accounted for as provision.

Under the other long term employee benefit plan, the Company extends benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement / separation or during tenure of service. The Plan is not funded by the Company.

Compensated Absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet Date.

Defined Contribution Plan

Contributions to Defined Contribution Plans are recognised as expense when employees have rendered services entitling them to such benefits.

The Group provides benefits such as Provident Fund Plans to its employees which are treated as Defined Contribution Plans.

The details of Defined Benefit Obligations are as follows:

Particulars	31st March, 2024		31st March, 2023	
	Gratuity	Compensated Absence	Gratuity	Compensated Absence
Obligation:				
Balance as at beginning of the year	374.81	54.34	382.20	68.54
Current Service Cost	45.24	40.13	37.68	10.36
Interest Cost	27.84	3.89	28.28	5.07
Benefits Paid	(26.04)	(3.93)	(50.06)	(10.06)
Re-measurements	(3.32)	(36.38)	(23.29)	(19.57)
Present value of Defined Benefit Obligation	**418.53**	**58.05**	**374.81**	**54.34**
Current Portion	61.59	7.78	61.69	8.32
Non-Current Portion	356.94	50.27	313.12	46.02

(Rs in Lakhs)

Sr. No.	Particulars	Gratuity		Compensated Absence	
		31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
1	Current Service Cost	45.24	37.68	40.13	10.36
2	Interest Cost	27.84	28.28	3.89	5.07
	Total	**73.08**	**65.96**	**44.02**	**15.43**

Amount recognised in Other Comprehensive Income

(Rs in Lakhs)

Particulars	For the year ended	
	As at 31st March, 2024	As at 31st March, 2023
Re-measurements	(39.70)	(42.86)
Total	**(39.70)**	**(42.86)**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

28. Employee Benefits Expenses as per IND AS – 19. (Contd.)

Due to its Defined Benefit Plans, the Company is exposed to the following significant risks:

Changes in Bond Yields - A decrease in bond yields will increase plan liability.

Salary Risk - The present value of the Defined Benefit Plans Liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Existing Assumptions

(Rs in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Discount Rate	7.10 %	7.40 %
Salary Escalation Rate	8.00 %	8.00 %
Withdrawal Rate	1.00 %	1.00 %
Mortality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives (2012- 14)
Retirement Age	62 Years	58 - 62 Years

The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

The impact of sensitivity due to changes in the significant actuarial assumptions on the defined benefit obligations is given in the table below:

(Rs in Lakhs)

Particulars	Change in Assumption	31st March, 2024		31st March, 2023	
		Gratuity	Compensated Absence	Gratuity	Compensated Absence
Discount Rate	+1%	389.19	52.85	348.96	50.25
	-1%	452.53	64.33	404.43	59.08
Salary Growth Rate	+1%	451.89	64.21	403.97	59.00
	+1%	389.16	52.85	348.84	50.24
Withdrawal Rate	+1%	416.78	57.65	374.48	54.27
	-1%	420.52	58.53	375.16	54.40

The above sensitivity analysis is determined based on a method that extrapolates the impact on the net defined benefit obligations as a result of reasonable possible changes in the significant actuarial assumptions. Further, the above sensitivity analysis is based on a reasonably possible change in a particular under-lying actuarial assumption, while assuming all other assumptions to be constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated.

The table below summarises the Maturity Profile and duration of the Gratuity Liability:

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Within one year	61.59	61.69
More than one – upto three years	47.10	32.02
More than three – upto five years	65.15	42.29
Above five years	244.69	238.81
Weighted average duration (in years)	9.48 years	9.48 years

The table below summarises the Maturity Profile and duration of the Compensated Absence Liability:

(Rs in Lakhs)

Particulars	31st March, 2024	31st March, 2023
Within one year	7.78	8.32
More than one – upto three years	7.05	5.92
More than three – upto five years	7.28	5.94
Above five years	35.94	34.16
Weighted average duration (in years)	9.48 years	9.48 years

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

29. Manufacturing and Other Expenses

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
Power Charges	169.33	100.22
Fuel & Gases Charges	829.41	94.63
Freight and Forwarding Charges (net)	576.03	343.68
Other Expenses of Production	2,427.56	1,510.93
Engineering and Processing Charges	3,375.51	2,039.11
Rent	27.47	12.03
Rates and Taxes	73.29	36.18
Insurance	22.44	12.62
Repairs and Maintenance:		
- Plant and Machinery	6.46	4.03
- Buildings	5.14	2.29
- Others	138.13	66.84
Other Selling Expenses	14.67	13.12
Commission and Brokerage	5.69	6.97
Legal & Professional Charges	501.02	444.10
Directors' Sitting Fees	8.03	3.12
Payment to Auditor (Refer details below)	3.16	3.14
Loss on Sale of Fixed Assets (net)	-	57.77
Net Gain / Loss on Foreign Currency Transaction	25.34	18.26
Travelling & Conveyance Expenses	337.31	169.00
Expected Credit Loss (Refer Note No 13)	4.38	-
Miscellaneous Expenses (Rs. 36 lakhs (previous year Rs. 19.04 lakhs) pertaining to CSR. (Refer Note No. 42)	503.83	376.95
Total	**9,054.20**	**5,314.99**

Payments to Auditor

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
As Auditor:		
Audit Fees	2.25	2.25
Tax Audit Fees	0.75	0.75
In other capacity:		
Certification Charges	0.16	0.14
Total	**3.16**	**3.14**

(i) Exceptional Items

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
One time Settlement against Securities offer to Third Party	-	250.00
Total	**-**	**250.00**

Rs. 250 lakhs paid to IDBI Bank Limited as One Time Settlement for release of Company's Assets which were mortgaged for loan of Erstwhile Company M/s Uttam Value Steels Limited from which M/s. Lloyds Engineering Works Limited was Demerged w.e.f.1st April 2014.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

30. Finance Costs

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
Interest		
Interest on Vehicle Loan	49.83	15.39
Interest on Inter Corporate Deposits	18.40	30.29
Interest on Cash Credit & Overdraft	59.30	-
Interest on Optionally Fully convertible Debentures	62.96	252.49
Interest on Right to use (Ind AS 116)	111.27	47.87
Other Borrowing Costs		
Bank & Finance Processing Charges	115.18	48.12
Total	**416.94**	**394.16**

31. Depreciation and Amortization Expense

(Rs in Lakhs)

Particulars	For the year ended	
	31st March, 2024	31st March, 2023
Depreciation on Tangible Assets (Refer Note 4)	242.07	148.08
Depreciation on Right to Use – IND AS 116	162.49	90.18
Total	**404.56**	**238.26**

32. Earnings Per Share ('EPS')

The following is a reconciliation of the equity shares considered for computation of basic and diluted earnings per equity share:

Particulars			31st March, 2024	31st March, 2023
Weighted average number of Equity share for basic EPS	(A)	Nos	108,01,13,929	97,68,62,765
Potential Dilution in equity shares	(B)	Nos	79,80,343	7,24,06,977
Weighted average number of Equity shares for diluted EPS	(A+B=C)	Nos	108,80,94,272	104,92,69,742
Face value of equity share (Fully Paid)		Re.	1	1
Profit attributable to equity shareholders for				
Basic	(D)	Rs. in Lakhs	7,983.83	3,682.31
Diluted	(E)	Rs. In Lakhs	7,983.83	3,682.31
Earnings per equity share				
Basic	(D / A)	Rs	0.74	0.38
Diluted	(E / C)	Rs	0.73	0.35

33. Share Based Payments Plans (ESOP)

The Company introduced "**LLOYDS ENGINEERING WORKS LIMITED ESOP – 2021**" which covers the eligible employees of the Company. The options granted under Plan shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee subject to maximum period of 7 (Seven) years.

Details of "LLOYDS ENGINEERING WORKS LIMITED ESOP – 2021"

Grant No.	Date of Grant	Option granted in Shares	Weighted average fair value of options	Exercise Price in Rs.
I	27-Oct-2022	1,00,61,000	10.68	7.50
II	27-Apr-2023	32,52,200	17.08	9.50

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

33. Share Based Payments Plans (ESOP) (Contd.)

The fair value of the options was estimated on the date of grant using the Black Scholes Model with the following assumptions for Grant I:

Grant Date	Vesting Date	Historical Volatility	Average life of the options (in Years)	Risk – free Interest rate	Dividend Yield
27-Oct-2022	27-Oct-2023	70.57 %	2.50 years	6.96 %	0.07%
27-Oct-2022	31-Mar-2024	81.55 %	2.93 Years	7.06 %	0.07%
27-Oct-2022	31-Mar-2025	86.62 %	3.93 Years	7.20 %	0.07%
27-Oct-2022	31-Mar-2026	81.19 %	4.93 Years	7.28 %	0.07%

The fair value of the options was estimated on the date of grant using the Black Scholes Model with the following assumptions for Grant II:

Grant Date	Vesting Date	Historical Volatility	Average life of the options (in Years)	Risk – free Interest rate	Dividend Yield
27-Apr-2023	31-Mar-2025	79.81 %	3.43 Years	6.85 %	0.30%
27-Apr-2023	31-Mar-2026	84.71 %	4.43 Years	6.90 %	0.30%
27-Apr-2023	31-Mar-2027	80.05 %	5.43 years	6.95 %	0.30%

The information covering stock options is as follows:

Particulars	ESOP 2021
Outstanding at the beginning of the year (A)	98,52,000
Exercisable at the beginning of the year (B)	-
Number of Options Granted (C)	32,52,200
Number of Options Vested (D)	22,86,500
Number of Options Forfeited / Lapsed (E)	8,05,000
Number of Options Exercised (F)	20,000
Outstanding at the end of the year (A + C – D - E)	1,00,12,700
Exercisable at the end of the year (B + D - F)	22,66,500

Since equity shares are listed hence for the purpose of calculating volatility, volatility of shares based on the expected life is considered

Total expenses arising from share-based payment transactions recognized in profit or loss as part of employee benefit expense were as follows:

(Rs in Lakhs)

Particulars	2023 - 24	2022 - 23
Share Based Payment Expenses Compensation Cost	564.58	186.97
Total employee share based payment expenses	**564.58**	**186.97**

34. Segment Reporting as per IND AS – 108.

The Company has single business Segment namely Engineering Products and Services.

35. Related Party Disclosures

Disclosure on Related Party Transactions as required by Ind AS 24 – Related Party Disclosures is given below:

a. Holding Company

Holding Company	Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited)

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

35. Related Party Disclosures (Contd.)

b. Key Managerial Personnel & Board of Directors:

Sr. No.	Name	Designation
1	Shri Mukesh R. Gupta	Chairman & Whole Time Director
2	Shri Shreekrishna M. Gupta	Whole Time Director(w.e.f. 6th March, 2024)
3	Shri Kalpesh P Agrawal	Chief Financial Officer
4	Ms. Rahima Shaikh	Company Secretary (w.e.f. 11th August, 2023)
5	Ms. Meenakshi Pansari	Company Secretary (Resigned on 10th August, 2023)
5	Shri Rajashekhar M. Alegavi	Non-Executive Director
6	Shri Ashok S. Tandon	Non-Executive Director
7	Shri Satyendra N. Singh	Independent Director(Resigned on 18th April, 2023)
8	Smt. Bela Sundar Rajan	Independent Director
9	Shri Ashok Kumar Sharma	Independent Director
10	Shri Kishorkumar M. Pradhan	Independent Director
11	Shri Lakshman Ananthsubramanian	Independent Director
12	Shri Devidas Kambale	Additional Director (In the Non-Executive Independent Capacity) (w.e.f. 6th March 2024)

c. Close family members of Key Managerial Personnel who are under the employment of the Company

Shri Shreekrishna Mukesh Gupta - From 1st April 2023 to 5th March 2024 (subsequently appointed as Whole Time Director with effect from 6th March, 2024).

d. Entities where Directors / Close Family Members of Directors have Control / Significant Influence:

1. M/s. Lloyds Metals & Energy Limited.
2. M/s. Hemdil Estates Private Limited.
3. M/s. Lloyds Luxuries Limited.
4. M/s. Trofi Chain Factory Private Limited.
5. M/s. Lloyds Infrastructure & Construction Limited.
6. M/s. Lloyds Infinite Foundation.
7. M/s. ICASA Trading Company Private Limited.
8. M/s. Aeon Trading LLP
9. M/s. Lloyds Metals And Minerals Trading LLP
10. M/s. Amvak Private Limited

Terms and Conditions of Transactions with Related Parties

1. The Company has been entering into transactions with Related Parties for its business purposes. Related Party Vendors are selected competitively in line with other unrelated parties having regard to strict adherence to quality, timely servicing and cost advantage. Further related party vendors provide additional advantages in terms of:

   (a) Supplying products primarily to the Company,

   (b) Advanced and innovative technology.

   (c) Customisation of products to suit the Company's specific requirements, and

   (d) Enhancement of the Company's purchase cycle and assurance of just in time supply with resultant benefits-notably on working capital.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

35. Related Party Disclosures (Contd.)

2. The purchases from and sales to related parties are made on terms equivalent to and those applicable to all unrelated parties on arm's length transactions. Outstanding balances payable and receivable at the year-end are unsecured, interest free and will be settled in cash.

Compensation of Key Management Personnel of the Company (Rs in Lakhs)

Particulars	Year 2023 - 24	Year 2022 – 23
Short-term employee benefits	156.21	133.39
Post-employment benefits	39.09	19.75
Total Compensation paid to Key Managerial Personnel	**195.30**	**153.14**

Details of transactions with and balance outstanding of Key Managerial personnel (KMP) / Close Family Member of Key Managerial Personnel:

(Rs in Lakhs)

Name of the related party	Nature of transaction	Financial Year 2023 - 24		Financial Year 2022 – 23	
		Transaction Value*	Outstanding Amount	Transaction Value*	Outstanding Amount
Lloyds Enterprises Limited (Formerly known as Shree Global Tradefin Limited)	Dividend	479.84	-	239.92	-
	Capital Expenditure	-	35.00	-	-
Shri. Mukesh Gupta	Director Remuneration	100.00	(5.27)	100.00	(3.30)
Shri. Shreekrishna Gupta	Director Remuneration	12.82	(10.75)	-	-
	Remuneration	170.68	-	183.50	(13.25)
Shri. Kalpesh Prakash Agrawal	Remuneration	32.97	(1.14)	25.86	(1.15)
	Expenses Reimbursement	2.77	-	0.89	-
Ms. Meenakshi Ankit Pansari (resigned as Company Secretary on 10th August, 2023)	Remuneration	5.41	-	7.53	(0.51)
	Expenses Reimbursement	1.44	-	0.04	-
Ms Rahima Shaikh (appointed as Assistant Company Secretary till 10.08.2023. Company Secretary w.e.f. from 11.08.2023)	Remuneration	5.01	(0.61)	-	-
	Expenses Reimbursement	0.24	-	-	-
Shri. Rajashekhar M. Alegavi	Consultancy	42.80	(1.51)	16.80	(1.26)
	Sitting Fees	1.19	-	0.36	-
	Expenses Reimbursement	1.85	(0.23)	1.78	-
Shri. Ashok S. Tandon	Consultancy	-	-	17.50	-
	Sitting Fees	1.38	-	0.28	-
	Expenses Reimbursement	-	-	0.43	-
Shri Satyendra N. Singh	Sitting Fees	-	-	0.60	-
Smt. Bela Sunder Rajan	Sitting Fees	1.10	-	0.40	-
Shri. Ashok Kumar Sharma	Sitting Fees	1.11	-	0.44	-
Shri. Kishorkumar M. Pradhan	Sitting Fees	1.53	-	0.44	-
Shri. Lakshman Ananthsubramanian	Sitting Fees	1.62	-	0.60	-
Shri Devidas Kambale	Sitting Fees	0.10	-	-	-
Others	Dividend	0.17	-	0.08	-

Dividend paid to Entities controlled / significantly influenced by Directors / Close Family Members has been shown under others, which are less than 10 % of overall dividend paid to related parties.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

35. Related Party Disclosures (Contd.)

Details of transactions with and balances outstanding of Entities Controlled / Significantly influenced by Directors / Close Family Members of Directors

(Rs in Lakhs)

Name of the related party	Nature of transaction	Financial Year 2023 - 24		Financial Year 2022 – 23	
		Transaction Value*	Outstanding / (advances) Amount	Transaction Value*	Outstanding / (Advances) Amount
M/s. Lloyds Metals & Energy Limited	Sale of Goods	44,079.10	7,266.44	24,426.15	(7,522.97)
	Sale of Fixed Assets	665.09	-	-	-
M/s. Hemdil Estates Private Limited	Rent	12.00	-	12.00	(0.93)
M/s. Aeon Trading LLP	Dividend	82.50	-	22.50	-
M/s. Lloyds Metals And Minerals Trading LLP	Dividend	82.50	-	22.50	-
M/s. Lloyds Luxuries Limited	Other Services Paid	-	-	0.07	-
M/s. Trofi Chain Factory P. Ltd	Other Services Paid	14.98	-	0.15	(0.15)
ICASA Trading Company Private Limited	Other Services Paid	235.00	-	-	-
Lloyds Infrastructure & Construction Limited	Investment in Equity Shares	490.00	-	-	-
	Advances Given	46.69	-	-	-
Lloyds Infinite Foundation	Sale of Goods	3,000.23	3,540.27	-	-

- Transaction Value does not include Goods & Service Tax (GST).

36. Financial and Capital Risk

1. Financial Risk

The business activities of the Company expose it to a variety of financial risks, namely Market Risks (i.e. Foreign Exchange Risk, Interest Rate Risk and Price Risk), Credit Risk and Liquidity Risk. The Company's Risk Management Strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance.

The Financial Risk Management for the Company is driven by the Company's Senior Management and internal/ external experts subject to necessary supervision.

The Company does not undertake any speculative transactions either through derivatives or otherwise. The senior management is accountable to the Board of Directors and Audit Committee. They ensure that the Company's financial risk-taking activities are governed by appropriate financial risk governance frame work, policies and procedures. The Board of Directors periodically reviews the exposures to financial risks, and the measures taken for risk mitigation and the results thereof.

i) Foreign Currency Risk

Foreign Exchange Risk arises on all recognised monetary assets and liabilities and on highly probable forecasted transactions which are denominated in a currency other than the functional currency of the Company. The Company has foreign currency trade payables and advance from customers.

The Foreign Exchange Risk Management Policy of the Company requires it to manage the foreign exchange risk by transacting as far as possible in the functional currency.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

36. Financial and Capital Risk (Contd.)

The year end foreign exposures that have not been hedged by a derivative instrument or otherwise are given below

Particulars	Foreign currency			
	USD	Euro	GBP	Chinese Yuan
Current Year				
Trade Payables – in Foreign Currency (full figures)	-	19,536.00	-	-
Trade Payables – (Rs in Lakhs)	-	17.62	-	-
Advance to Supplier – in Foreign Currency (full figures)	95,007.31	3,03,767.07	1,649.40	2,40,000.00
Advance to Supplier – (Rs in Lakhs)	79.21	274.05	1.74	27.68
Previous Year				
Trade Payables – in Foreign Currency (full figures)	15,690.40	34,904.25	-	-
Trade Payables – (Rs in Lakhs)	12.90	31.28	-	-
Advance to Supplier – in Foreign Currency (full figures)	21,242.00	1,659.46	628.00	-
Advance to Supplier – (Rs in Lakhs)	17.46	1.49	0.64	-

No forward contracts were entered into by the Company either during the year or previous years since the Company has very minimum exposure to foreign currency risk as stated in above table.

Foreign Currency Sensitivity

(Rs in Lakhs)

Particulars	Change in Currency Exchange Rate	Effect on (Profit)/Loss Before Tax	Effect on Equity (OCI)
For the year ended 31st March, 2024			
Euro	+5%	14.58	-
	-5%	(14.58)	-
GBP	+5%	0.09	-
	-5%	(0.09)	-
USD	+5%	3.96	-
	-5%	(3.96)	-
Chinese Yaun	+5%	1.38	-
	-5%	(1.38)	-
For the year ended March 31, 2023			
Euro	+5%	1.64	-
	-5%	(1.64)	-
GBP	+5%	0.03	-
	-5%	(0.03)	-
USD	+5%	1.52	-
	-5%	(1.52)	-

The sensitivity disclosed in the above table is mainly attributable to, in case of to foreign exchange gains / (losses) on trade payables and trade receivables. The above sensitivity analysis is based on a reasonably possible change in the under-lying foreign currency against the respective functional currency while assuming all other variables to be constant.

Based on the movements in the foreign exchange rates historically and the prevailing market conditions as at the reporting date, the Company's management has concluded that the above-mentioned rates used for sensitivity are reasonable benchmarks.

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

36. Financial and Capital Risk (Contd.)

ii) Price Risk

The Company uses surplus fund in operations and for further growth of the Company. Hence, there is no price risk associated with such activity.

iii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counter-party, the risk of deterioration of creditworthiness of the counter-party as well as concentration risks of financial assets and thereby exposing the Company to potential financial losses. The Company is exposed to credit risk mainly with respect to trade receivables.

Trade Receivables

The Trade receivables of the Company are typically non-interest bearing un-secured. As there is no independent credit rating of the customers available with the Company, the management reviews the credit-worthiness of its customers based on their financial position, past experience and other factors. The credit risk related to the trade receivables is managed / mitigated by concerned team based on the Company's established policy and procedures and by setting appropriate payment terms and credit period. The credit period provided by the Company to its customers depend upon the contractual terms with the customers.

The ageing analysis of Trade Receiva1bles as at the reporting date is as follows:

(Rs in Lakhs)

Particulars	Less than six months	More than six months
Trade Receivables as at 31st March, 2024	15,136.97	44.10
Trade Receivables as at 31st March, 2023	2,902.48	6.97

The Company performs on-going credit evaluations of its customer's financial condition and monitors the credit-worthiness of its customers to which it grants credit in its ordinary course of business. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount due or there are some disputes which in the opinion of the management is not in the Company's favour. Where the financial asset has been written-off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit and loss.

iv) Liquidity Risk

Liquidity Risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accordingly, as a prudent liquidity risk management measure, the Company closely monitors its liquidity position and deploys a robust cash management system.

Based on past performance and current expectations, the Company believes that the Cash and Cash equivalents and cash generated from operations will satisfy its working capital needs, capital expenditure, investment requirements, commitments and other liquidity requirements associated with its existing operations, through at least the next twelve months.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments: -

(Rs in Lakhs)

Particulars	As at 31st March, 2024			
	Less than one year	More than one year	Total	Carrying Value
Trade Payables	2,680.52	119.75	2,800.27	2,800.27
Other Financial Liabilities	1,749.36	-	1,749.36	1,749.36
Total	**4,429.88**	**119.75**	**4,549.63**	**4,549.63**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

36. Financial and Capital Risk (Contd.)

(Rs in Lakhs)

Particulars	As at 31st March, 2023			
	Less than one year	More than one year	Total	Carrying Value
Trade Payables	2,418.33	59.85	2,478.18	2,478.18
Other Financial Liabilities	256.34	-	256.34	256.34
Total	**2,674.67**	**59.85**	**2,734.52**	**2,734.52**

v) Capital Risk

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its Shareholders, and benefits for other Stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and/ or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital. However, the key objective of the Company's capital management is to, ensure that it maintains a stable capital structure with the focus on total equity, uphold investor; creditor and customer confidence and ensure future development of its business activities. In order to maintain or adjust the capital structure, the Company may issue new shares, declare dividends, return capital to shareholders, etc. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

Fair Value of Financial Assets and Liabilities

The carrying value and fair value of the Company's financial instruments are as follows:

(Rs in Lakhs)

Particulars	Carrying Value as of		Fair Value as of	
	31st March, 2024	31st March, 2023	31st March, 2024	31st March, 2023
Financial Assets				
FVTPL				
Amortised cost				
Trade Receivables	15,181.07	2,909.45	15,181.07	2,909.45
Cash and Cash Equivalents	12,497.13	798.66	12,497.13	798.66
Other Balance with Banks	24.56	8.76	24.56	8.76
Loans	1,887.00	5,215.00	1,887.00	5,215.00
Other Financial Assets	647.34	769.29	647.34	769.29
Total	**30,237.10**	**9,701.16**	**30,237.10**	**9,701.16**
Financial Liabilities				
FVTPL				
Amortised Cost				
Trade Payables	2,800.27	2,478.18	2,800.27	2,478.18
Other Financial Liabilities	1,749.36	256.34	1,749.36	256.34
Total	**4,549.63**	**2,734.52**	**4,549.63**	**2,734.52**

37. Dividend

(Rs in Lakhs)

Particulars	Financial Year 2023 - 24	Financial Year 2022 - 23
Dividend on equity shares paid during the year		
Final Dividend for the Financial Year 2022 – 23 Re. 0.10 (Previous Year Re. 0.05) per equity share of Re 1/- each.	1,078.88	494.35
Total	**1,078.88**	**494.35**

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

Proposed Dividend

The Board of Directors of the Company at its meeting held on May 2, 2024 have recommended payment of final dividend of Twenty paise per equity share of face value of Re. 1/- each for the financial year ended 31st March, 2024. The same amounts to Rs. 2,289.26 lakhs

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

38. Convertible Warrants Issue and Utilisation Statement

During the year under review, the Company raised the funds through –

The Board of Directors of the Company at its meeting held on 22nd November 2021 has made an allotment of 16,50,00,000 Convertible Warrants of Face Value of Re 1/- each at a premium of Rs. 2.86 to Promoter/ Promoter Group, on preferential allotment basis. Further the Board of Directors of the Company at its meeting held on 10th May, 2023 converted 7,50,00,000 (Previous year 9,00,00,000 convertible warrants of face value of Re.1/- each) Convertible Warrants of Face Value of Re 1/- each at a premium of Rs. 2.86 to Promoter/ Promoter Group, on preferential allotment basis. Company has received 75% of Rs. 2,171.25 lakhs the Issue price (25% amounting to Rs. 723.75 lakhs were received in Financial Year 2021-22).

The funds raised through the respective issues were utilized for the purpose for which it was raised and in accordance with the objectives of the said preferential issue stated in the explanatory statement to the notice of general meeting.

39. Right Issue and Utilisation Statement

The Board of Directors at its meeting held on 18th January 2024 allotted 6,34,64,610 shares to the Equity Shareholders of the Company through Rights Issue at issue price of Rs. 15.50 per equity Share (including a premium of Rs. 14.50 per equity Share). Company has received a sum of Rs. 9,837.01 lakhs.

The funds raised through the respective issues were utilized for the purpose for which it was raised and in accordance with the objectives of the said Right issue stated in the Letter of Offer.

40. Additional Regulatory Information

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance %	Reason for 25% Variation
Current Ratio (times)	Total Current Assets	Total Current Liabilities	3.21	1.85	73.24%	Increase due increase in the turnover resulting in increase in debtors and cash & cash equivalent
Debt – Equity Ratio (times)	Debt consists of borrowing and lease liabilities	Shareholder's Fund	0.18	0.27	(31.47%)	Reduced due to increase in Equity Fund by issue of Equity Shares
Debt Service Coverage Ratio (times)	Earning for Debt service	Debt service cost	1.40	0.86	63.44%	Due to increase in FD – OD facility.
Return on Equity Ratio (%)	Profit for the year (PAT)	Average Shareholder's Fund	26.32%	22.27 %	18.18%	-
Inventory turnover Ratio (times)	Revenue from Operations	Average Inventory	5.76	3.83	50.69%	Due to increase in the turnover
Trade Receivables turnover ratio (times)	Revenue from Operations	Average trade receivables	6.90	16.06	(57.04%)	Due to increase in the turnover
Trade Payables turnover ratio (times)	Total Cost	Average trade payables	13.52	15.63	(13.53%)	-
Net capital turnover ratio (times)	Revenue from Operations	Capital Employed	2.02	2.05	(1.56%)	-
Net Profit ratio (%)	Profit for the year	Revenue from Operations	12.79%	11.78%	8.58 %	-
Return on Capital employed (%)	Profit before tax and finance cost	Capital employed	22.12%	21.99 %	0.58%	-
Return on Investments	Earning from Investment	Total Investment	3.89 %	5.51 %	(29.38 %)	Increase in Fixed Deposits and Investment In Equity Shares

Notes to Financial Statements

(All amounts are in Lakhs of Indian Rupees; unless stated otherwise)

41. Title deeds of Immovable Properties not held in name of the Company

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (Rs. In Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter, director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant & Equipment	Building-Flat at Rooprekha Co-op. Housing Society Limited	5.15	Lloyds Steel Industries Limited	NO	1st April, 2014	The Company has received the property due to demerger order passed by Bombay High Court

42. Corporate Social Responsibility (CSR) Expenditure:

(Rs in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2024
Amount required to be spent by the company during the year	43.02	10.72
- Amount of the expenditure incurred	36.00	19.04
- Reason for shortfall	There is no shortfall. We have paid Rs. 8.32 lakhs excess in previous year. Rs. 1.30 lakhs is excess paid, which would be carried forward to next financial Year.	Not Applicable
- Nature of CSR Activities	The Company's CSR program is focused on improving the quality of life of the communities by providing them good nutritious diet. We are Proud that Our Organization with the help of Akshaya Chaitanya an NGO in Mumbai with an attempt to make food accessible to the needy across Mumbai by serving them hot, nutritious, locally palatable meals prepared at their very own state-of-the-art FSSAI compliant kitchen. We were able to contribute with the NGO to scale up the operations and to feed about 14,000+ people every day with hot and nutritious meals.	

43. Previous year's figures are regrouped and rearranged wherever necessary.

44. Approval of Financial Statements.

The Financial Statements were approved by the Board of Directors on May 2, 2024.

As per our report of even date

For S Y Lodha & Associates
Chartered Accountants
ICAI Firm Reg. No.: 136002W

Sd/-
Shashank Lodha
Partner
Membership No.: 153498
UDIN: 24153498BKDHVZ8880

Place: Mumbai
Date: 2nd May, 2024

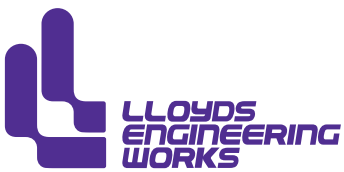
For and on behalf of the Board of Directors

Sd/-
Mukesh R. Gupta
Chairman
DIN: 00028347

Sd/-
Kishore M. Pradhan
Independent Director
DIN: 02749508

Sd/-
Kalpesh P. Agrawal
Chief Financial Officer

Sd/-
Rahima S. Shaikh
Company Secretary
ACS - 63449



Lloyds Engineering Works Limited
(Formerly known as Lloyds Steels Industries Limited)
Plot No. A-5/5, MIDC Industrial Area,
P.O. Murbad, District Thane 421401, Maharashtra