



# LLOYDS ENGINEERING WORKS LIMITED

Corporate Identity Number: L28900MH1994PLC081235

Registered Office: Plot No. A-5/5, MIDC Industrial Area, Murbad, Thane 421 401 |

Telephone: +91-2524-222271

Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel, Mumbai 400013

Telephone : +91-22-6291 8111

Contact person: Rahima Shaikh - Company Secretary and Compliance Officer

E-mail id: [infoengg@lloyds.in](mailto:infoengg@lloyds.in) | Website: [www.lloydsengg.in](http://www.lloydsengg.in)

## NOTICE

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Lloyds Engineering Works Limited ("the Company") will be held on **Friday, March 27, 2026** at 11.00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

### SPECIAL BUSINESSES:

#### 1. APPOINTMENT OF MR. VINAY KUMAR TRIPATHI (DIN: 09463988) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 04<sup>th</sup> February 2026 and pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time ("the Act") read with Schedule IV to the Act and Regulation 16(1)(b), Regulations 17 (1C), Regulation 25(2)(A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Vinay Kumar Tripathi (DIN: 09463988), who was appointed by the Board of Directors of the Company as an Additional Director in Non-Executive (Independent capacity) from 4<sup>th</sup> February, 2026 and whose appointment shall be approved by the members and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible under the provisions of the Companies Act, 2013, Rules made thereunder in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, for a term of not exceeding five (5) consecutive years i.e. starting from 4<sup>th</sup> February 2026 and ending on 30<sup>th</sup> September, 2030 not liable to retire by rotation, the members be and hereby consent for the same."

**"RESOLVED FURTHER THAT** Form DIR-2 consenting to act as a director, Form MBP-1 disclosing his interest as required and Form DIR-8 declaration for non-disqualification and all other declarations required from an Independent Director and as provided by Mr. Vinay Kumar Tripathi (DIN: 09463988) be and are hereby noted and any of the directors of the Company and the Company Secretary be and are hereby authorized to do such acts, deeds, matters and things

as necessary to complete the appointment of the Director including the filing of relevant forms electronically with the Registrar of Companies, Maharashtra.”

“**RESOLVED FURTHER THAT** any one of the Directors and Chief Financial Officer and Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary, proper or expedient to give effect to this resolution.”

**2. UTILISATION OF UNUTILISED RIGHTS ISSUE PROCEEDS BEYOND MARCH 31, 2026:**

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and any other applicable laws, rules, or circulars (including any statutory modification(s) or re-enactment(s) thereof) and in accordance with the terms of the Letter of Offer dated April 19, 2025, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any duly authorized Committee thereof) to utilise the unutilised proceeds of the Rights Issue of Equity Shares, remaining as on March 31, 2026, towards the objects of the issue as disclosed in the Letter of Offer and in compliance with the provisions of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and other applicable laws, during the subsequent Financial Year i.e. 2026–27 for the objects of the issue as disclosed in the Letter of Offer, subject to the approval of Members / shareholders of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to deploy such unutilised proceeds for the objects and purposes specifically disclosed in the Letter of Offer dated April 19, 2025, as may be required in the best interest of the Company, without any change to the fundamental objects of the Issue.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters, and things, including but not limited to making necessary disclosures to the Stock Exchanges, filing forms with the Registrar of Companies, and executing all such documents as may be necessary or expedient to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) be and is hereby authorised to monitor the utilisation of the Rights Issue proceeds, to make disclosures as required under applicable SEBI regulations, and to vary the timing of utilisation without altering the objects of the issue, in compliance with applicable laws.”

“**RESOLVED FURTHER THAT** any one of the Directors and Chief Financial Officer and Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary, proper or expedient to give effect to this resolution.”

**3. APPOINTMENT OF MR. APURVA CHANDRA (DIN 02531655) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 4<sup>th</sup> February 2026 and pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the Act”) read with Schedule IV to the Act and Regulation 16(1)(b), Regulations 17 (1C), Regulation 25(2)(A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Apurva Chandra (DIN 02531655), who was appointed by the Board of Directors of the Company as an Additional Director in Non-Executive (Independent capacity) from 4<sup>th</sup> February, 2026 and whose appointment shall be approved by the members and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible under the provisions of the Companies Act, 2013, Rules made thereunder in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, for a term of not exceeding five (5) consecutive years i.e. starting from 4<sup>th</sup> February 2026 and ending on 30<sup>th</sup> September, 2030 not liable to retire by rotation, the members be and hereby consent for the same.”

**“RESOLVED FURTHER THAT** Form DIR-2 consenting to act as a director, Form MBP-1 disclosing his interest as required and Form DIR-8 declaration for non-disqualification and all other declarations required from an Independent Director and as provided by Mr. Apurva Chandra (DIN 02531655) be and are hereby noted and any of the directors of the Company and the Company Secretary be and are hereby authorized to do such acts, deeds, matters and things as necessary to complete the appointment of the Director including the filing of relevant forms electronically with the Registrar of Companies, Maharashtra.”

**“RESOLVED FURTHER THAT** any one of the Directors and Chief Financial Officer and Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary, proper or expedient to give effect to this resolution.”

4. **APPOINTMENT OF MR. BALASUBRAMANIAN PRABHAKARAN (DIN 01428366) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION:**

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

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 (1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Balasubramanian Prabhakaran (DIN 01428366), aged 52 years, who was appointed as an Additional Director of the Company, in Non-Executive Non-Independent category, on February 04, 2026, who holds office up to the date of the next Annual General Meeting in terms of Section 161 of the Act, approval is sought in this Extra Ordinary General Meeting pursuant to

Regulation 17(1C) and in respect of whom the Company has received a notice, in writing, under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** any one of the Directors and Chief Financial Officer and Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary, proper or expedient to give effect to this resolution."

5. **REAPPOINTMENT OF MR. KISHOR KUMAR MOHANLAL PRADHAN (DIN:02749508) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS (5) CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of 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. Kishor Kumar Mohanlal Pradhan (DIN: 02749508) who had been appointed as an Independent Director of the Company for a period of five years with effect from 22<sup>nd</sup> July, 2021 to 21<sup>st</sup> July, 2026, 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 with effect from 22<sup>nd</sup> July, 2026 till 21<sup>st</sup> July 2031, not liable to retire by rotation."

**"RESOLVED FURTHER THAT** any one of the Directors and Chief Financial Officer and Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For Lloyds Engineering Works Limited**

**Sd/-  
Rahima Shaikh  
Company Secretary & Compliance Officer  
ACS - 63449**

**Date: 27<sup>th</sup> February 2026  
Place: Mumbai**

**Notes:**

- a) 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. Vinay Kumar Tripathi - Appointment as a Non-Executive Independent Director of the Company**

<b>Name of Director</b>	<b>Mr. Vinay Tripathi</b>
DIN	09463988
Date of Birth	09.06.1962
Age	63 Years
Date of first appointment on the Board	04.02.2026
Qualifications	Mr. Vinay Kumar Tripathi (B.E. - Electrical Engineering from IIT Roorkee).
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Vinay Kumar Tripathi (B.E. - Electrical Engineering from IIT Roorkee) retired after serving as Chairman, Railway Board & CEO, Ministry of Railways (Ex-Officio Principal Secretary to the Government of India). Shri Tripathi joined Indian Railways through Indian Railway Service of Electrical Engineers (IRSEE) in 1983 Batch and served Indian Railways for about 38 Years. In his distinguished career, before being elevated to the post of CRB & CEO, he successfully discharged the duties of many important posts of Rolling Stock Maintenance and operation, Traction Distribution and Electrical coaching and General Services on Northern, North Central, Central & Western Railways. He worked on all key Techno- Managerial posts like Additional Divisional Railway Manager on Western Railway Mumbai Central, Divisional Railway Manager, North Central Railway, Allahabad, Chief Electrical Locomotive Engineer, Chief Electrical Service Engineer, & Additional General Manager on Western Railway, Additional Member/Traction in Railway Board responsible for functioning of Electrical Department on whole Indian Railways and General Manager on North Eastern Railway and General Manager North Central Railways.
Directorship Held in Other Listed companies	None
Memberships/Chairmanships of committees of other Listed companies	None

Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship Between Directors Inter-se	None (the Director is independent of every other director)
Terms and conditions of appointment	Mr. Vinay Kumar Tripathi (DIN: 09463988) as an Additional Director (in Non-Executive Independent capacity) of the Company, from February 04, 2026 to hold office upto the date of the ensuing Annual General Meeting. However, the approval is being sought at this EGM pursuant to Regulation 17(1C) for Appointment of Mr. Vinay Kumar Tripathi (DIN: 09463988) as an Independent Director of the Company for a period of not exceeding five consecutive years i.e. from February 04, 2026 till 30 <sup>th</sup> September 2030, subject to the approval of shareholder / members in this ensuing General Meeting of the Company.
Number of Meetings attended in the Financial Year i.e. 2025-26	None
Date of first appointment in the Board	4 <sup>th</sup> February 2026 – Additional Director in Non-Executive Independent Category

2. **Mr. Apurva Chandra – Appointment as a Non-Executive Independent Director of the Company**

Name of Director	Mr. Apurva Chandra
DIN	02531655
Date of Birth	19-09-1964
Age	61 Years
Date of first appointment on the Board	04.02.2026
Qualifications	Indian Administrative Service (IAS) officer.
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Apurva Chandra is an Indian Administrative Service (IAS) officer from the 1988 batch of the Maharashtra cadre. He superannuated from service on 30.09.2024. With over 36 years of experience in public administration, policy formulation, and industrial development, he has served in various high-profile roles in the Government of India and the Government of Maharashtra. His key areas of expertise include Petroleum and Natural gas, Defence acquisitions, Labour re-forms, Industrial policy, Healthcare, and Media and Broadcasting. He has played a pivotal role in regulatory reforms, ease of doing business initiatives, and promoting innovation across sectors. Currently

	engaged as Principal Advisor in the Ministry of Defence, Government of India. Appointed Chairman of Conciliation Committee for Contractual Disputes by Ministry of Power, Government of India.
Directorship Held in Other Listed companies	<ol style="list-style-type: none"> <li>1) Sudarshan Chemical Industries Limited</li> <li>2) CEAT Limited</li> <li>3) Centum Electronics Limited</li> <li>4) Infrastructure Leasing and Financial Services Limited</li> <li>5) Ravindra Energy Limited</li> </ol>
Memberships/Chairmanships of committees of other Listed companies	<ol style="list-style-type: none"> <li>1) Ravindra Energy Limited - Member of Nomination and Remuneration Committee</li> <li>2) Infrastructure Leasing and Financial Services Limited - Member of Audit Committee and Nomination and Remuneration Committee</li> <li>3) Sudarshan Chemical Industries Limited - Member of Audit Committee and Chairman of Risk Management Committee</li> <li>4) Centum Electronics Limited- Member of Audit Committee and Nomination and Remuneration Committee</li> </ol>
Number of shares held in the Company (including shareholding as a beneficial owner)	None
Relationship Between Directors Inter-se	None (the Director is independent of every other director)
Terms and conditions of appointment	<p>Appointed as an Additional Director (in Non-Executive Independent capacity) of the Company, from February 04, 2026 to hold office upto the date of the ensuing Annual General Meeting.</p> <p>However, approval is being sought at this EGM pursuant to Regulation 17(1C) for Appointment of Mr. Apurva Chandra (DIN: 02531655) as an Independent Director of the Company for a period of not exceeding five consecutive years i.e. from February 04, 2026 till 30<sup>th</sup> September 2030, subject to the approval of shareholder / members at the in this General Meeting of the Company.</p>
Number of Meetings attended in the Financial Year i.e. 2025-26	None
Date of first appointment in the Board	4 <sup>th</sup> February 2026 - Additional Director in Non-Executive Independent Category

3. **Mr. Balasubramanian Prabhakaran - Appointment as a Non-Executive Non-Independent Director of the Company**

Name of Director	<b><u>Balasubramanian Prabhakaran</u></b>
DIN	01428366
Date of Birth	17-04-1973
Age	52 Years
Date of first appointment on the Board	04.02.2026
Qualifications	Bachelor of Computer Science.
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	<p>Mr. Balasubramanian Prabhakaran is the Managing Director of Lloyds Metals and Energy Limited, where his vision and leadership have transformed a dormant operation into one of India's largest and most future-ready iron ore mining and processing ecosystems.</p> <p>With over three decades of experience in the mining and infrastructure sector, Mr. Prabhakaran brings a rare combination of technical insight, operational depth, and systems-driven thinking to his role. He is also the founder and Managing Director of Thriveni Earthmovers, which he began in 1993 with a single excavator and has since scaled into one of India's largest private MDOs.</p> <p>In 2018, Mr. Prabhakaran took on the leadership of Lloyds Metals at a crucial turning point. The company's operations in Surjagarh, Maharashtra, had long struggled to reach their full potential. Under his stewardship, Lloyds was restructured into a fully integrated mine-to-beneficiation operation. The transformation included everything from equipment upgrades and process redesign to human capital development and strategic infrastructure investments. Today, Lloyds stands as a vital player in the Indian steel supply chain and one of the largest iron ore producers in the country.</p> <p>One of the most notable achievements under his leadership has been the commissioning of a state-of-the-art beneficiation plant, slurry pipeline, and associated logistics infrastructure, all designed with sustainability, efficiency, and scalability in mind. His systems-thinking approach has led to the introduction of in-pit crushing, low-emission transport, and</p>

advanced digital monitoring that reduce both carbon footprint and cost.

What distinguishes Mr. Prabhakaran's leadership is his ability to drive operational excellence while embedding social impact into the business model. His approach to mining is not extractive but regenerative. From hiring local tribal youth as operators and technicians to building skill centres and supporting women-led livelihood programmes, the Lloyds ecosystem has become a model of how industrial growth can directly uplift underserved regions.

Mr. Prabhakaran's work in Gadchiroli has had a transformative effect not just on the company, but on the region. Lloyds Metals today is not only a story of production and profit, but of partnerships, with local communities, with public institutions, and with a broader national vision for growth through inclusion. The Lloyds Infinite Foundation, which grew out of these ground-level efforts, now serves as a formal vehicle for the company's long-term social investments in education, health, and empowerment.

Under his leadership, Lloyds has also embraced transparency and stakeholder confidence through financial prudence, ESG commitment, and robust corporate governance. The company is now poised to expand its portfolio, deepen its integration, and contribute meaningfully to India's industrial roadmap.

Mr. Prabhakaran's leadership philosophy is simple but powerful: systems must outlast individuals. Whether it is investing in long-term infrastructure or in human capital, his focus has always been on building platforms for sustainable value creation. He believes that every industrial milestone must also be a social one, and that real progress happens when communities grow alongside corporations.

As India moves towards becoming a five trillion-dollar economy, Mr. Prabhakaran's vision continues to shape Lloyds into not just a mining company, but a force for inclusive, innovation-led growth. His journey is a testament to how clarity of purpose, backed by technical strength and social responsibility, can

	redefine what modern Indian industry stands for.
Directorship Held in Other Listed Companies	Lloyds Metals and Energy Limited
Memberships/Chairmanships of committees of other Listed companies	None
Number of shares held in the Company (including shareholding as a beneficial owner)	None
Relationship Between Directors Inter-se	None (the Director is independent of every other director)
Terms and conditions of appointment	Appointed as an Additional Director (in Non-Executive Non-Independent capacity) of the Company, from February 04, 2026 to hold office upto the date of the ensuing Annual General Meeting. However, approval is being sought at this EGM pursuant to Regulation 17(1C) for Appointment as a Non-Executive Non Independent Director of the Company for a period of not exceeding five consecutive years i.e. from February 04, 2026 till 30 <sup>th</sup> September 2030, subject to the approval of shareholder / members at the this General Meeting of the Company.
Number of Meetings attended in the Financial Year i.e. 2025-26	None
Date of first appointment in the Board	4 <sup>th</sup> February 2026 - Additional Director in Non-Executive Non-Independent Category

**4. Mr. Kishor Kumar Mohanlal Pradhan- Reappointment as a Non-Executive Independent Director of the Company for a second term of five consecutive years.**

<b>Name of Director</b>	<b>Mr. Kishor Kumar Mohanlal Pradhan</b>
DIN	02749508
Date of Birth	13.08.1958
Age	67 Years
Date of first appointment on the Board	11.09.2020
Qualifications	Master of Commerce

A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Pradhan during his 37 years of service worked in Project Finance, Central administration, Research, Central Accounts, Resource Management, Human Resources, Recovery (NPA Management), Audit, Business Development & Central Strategic and Planning Departments and acquired rich experience.
Directorship Held in Other Listed companies	None
Memberships/Chairmanships of committees of other Listed companies	None
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship Between Directors Inter-se	None (the Director is independent of every other director)
Terms and conditions of appointment	Reappointment for a term of (5) five consecutive years starting from 22 <sup>nd</sup> July 2026 till 21 <sup>st</sup> July 2031.
Number of Meetings attended in the Financial Year i.e. 2025-26	Out of 11 Meetings held in a year, 11 Meetings were attended.
Date of first appointment in the Board	11 <sup>th</sup> September 2020 as an Additional Director in Non-Executive Category

- b) The Extra Ordinary General Meeting (EGM) will be held on **Friday, 27<sup>th</sup> March, 2026 at 11:00 A.M. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
- c) Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject (“SEBI Circulars”) and Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 03/2025 dated September 22, 2025, have permitted to conduct the Extra Ordinary General Meeting (“EGM”) virtually, without physical presence of Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.lloydsengg.in>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- d) Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the

facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

- e) However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company in email Id [infoengg@lloyds.in](mailto: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.
- f) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
  - a. **For shares held in electronic form:** to their Depository Participants (DPs)
  - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circulars dated 14<sup>th</sup> December 2021, 16<sup>th</sup> March 2023 and 17<sup>th</sup> November 2023). The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details.
- g) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website and on the website of the Company’s Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- h) 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.
- i) SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2021/687 dated December 14, 2021 has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to the aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may please submit Form

ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the Company's website at [www.lloydsengg.in](http://www.lloydsengg.in) and RTA's website at [www.bigshareonline.com](http://www.bigshareonline.com).

- j) Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:
- Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
  - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
- k) Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- l) The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.
- m) As the Extra Ordinary General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions if any at least 10 days in advance but not later than **March 20, 2026** relating to the business specified in this Notice of EGM on the Email ID [rahima.shaikh@lloyds.in](mailto:rahima.shaikh@lloyds.in), and [infoengg@lloyds.in](mailto:infoengg@lloyds.in).
- Further, Members who would like to express their views/ ask questions as a Speaker at the EGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to [infoengg@lloyds.in](mailto:infoengg@lloyds.in) between **Tuesday March 17, 2026 (9:00 A.M. IST) to Friday, March 20, 2026 (5:00 P.M. IST)**. Only those Members who have preregistered themselves as Speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- n) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2014 relating to the Ordinary and Special Business to be transacted at the Extra Ordinary General Meeting is annexed hereto.
- o) 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.
- p) Members who wish to inspect the Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant

documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to [rahima.shaikh@lloyds.in](mailto:rahima.shaikh@lloyds.in) and [infoengg@lloyds.in](mailto:infoengg@lloyds.in).

- q) 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.
- r) 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.
- s) 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.
- t) Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. **February 27, 2026** will receive EGM Notice through electronic mode only.
- u) In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 34 and 36 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 and SEBI Circular dated 7<sup>th</sup> October 2023, Companies can send correspondence of Meetings and other communications through electronic mode. Notice of the EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
- v) Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.lloydsengg.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of e-voting agency NSDL at the website address [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- w) Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend/ vote at the EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on his e-mail id at [csmeulraval@gmail.com](mailto:csmeulraval@gmail.com) and [cshtarkas@gmail.com](mailto:cshtarkas@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [infoengg@lloyds.in](mailto:infoengg@lloyds.in).
- x) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination

and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

- y) Since this EGM is held through Video Conference/Other Audio-Visual Means (“VC/OAVM”), route map to the venue is not required and therefore, the same is not annexed to this Notice.
- z) The requisite documents relating to his appointment shall be made available for inspection electronically by the Members of the Company, during 10:00 a.m. IST to 5:00 p.m. IST on all working days, up to and including the last date specified for casting the votes through remote e-voting i.e., up to March 26, 2026.

**aa) 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 National Securities Depository Limited (“NSDL”) as the Agency to provide e-voting facility.
- c. The Board of Directors of the Company has appointed CS Mehul Raval, Practicing Company Secretary (ACS 18300), as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner, failing which CS Harshvardhan Tarkas Practicing Company Secretary (ACS 30701) shall be the scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner, to scrutinize the e-voting during the EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **March 20, 2026**.
- 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., **March 20, 2026** only shall be entitled to avail the facility of remote e-voting OR e-voting at the EGM.
- f. The Scrutinizer, after scrutinizing e-voting at the EGM and remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company at **www.loydsengg.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., **March 27, 2026**.
- 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.
- i. The remote e-voting period begins on 23rd March 2026 at 9:00 a.m. and ends on 26th March 2026 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 20th March 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 20th March 2026.

## **Instructions:**

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

- i. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast through the NSDL e-Voting system. Members may access by following the steps mentioned below for login to NSDL e-Voting system. After successful login, you can see link of 'VC/OAVM' placed under 'Join General Meeting' menu against the Company's name. You are requested to click on VC/OAVM link placed under 'Join General Meeting' menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company i.e. **138787** will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- ii. Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot might experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions with regard to the matters in this Notice or anyother matter to be placed at the EGM from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio No. and mobile number in advance at [infoengg@lloyds.in](mailto:infoengg@lloyds.in) before 3.00 p.m. (IST) on **Friday, March 20, 2026**. Such questions by the Members shall be suitably replied to by the Company.
- iv. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from. their registered e-mail address mentioning their name, DP ID and Client ID/Folio No. PAN and Mobile No. at [infoengg@lloyds.in](mailto:infoengg@lloyds.in) **Friday, March 20, 2026**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com)/ 022 - 4886 7000 or contact Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated email ids: [amitv@nsdl.com](mailto:amitv@nsdl.com) or [pallavid@nsdl.com](mailto:pallavid@nsdl.com)

**(B) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on 23<sup>rd</sup> March 2026 at 9:00 a.m. and ends on 26<sup>th</sup> March 2026 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 20<sup>th</sup> March 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 20<sup>th</sup> March 2026.

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

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

**Step 1: Access to NSDL e-Voting system**

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

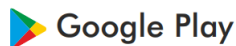
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="520 1106 1398 1473">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="520 1514 1398 1957">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>

3. If you are 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>
4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL 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 users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cmehulraval@gmail.com](mailto:cmehulraval@gmail.com) and [cshtarkas@gmail.com](mailto:cshtarkas@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), 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 email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH

### VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

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

**Annexed to the Notice convening the Extra Ordinary General Meeting scheduled on 27<sup>th</sup> March 2026.**

**Item No. 1:**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 4<sup>th</sup> February, 2026, approved the appointment of Mr. Vinay Kumar Tripathi (DIN: 09463988) as an Additional Director on the Board of the Company in Independent category for a term not exceeding 5 (five) Consecutive years starting from 4<sup>th</sup> February, 2026 to 30<sup>th</sup> September 2030, subject to approval of the Shareholders / Members of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Vinay Kumar Tripathi (DIN: 09463988) will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders / Members for appointment of a new Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

**Profile of Mr. Vinay Kumar Tripathi (DIN: 09463988)**

**Brief Profile:** Mr. Vinay Kumar Tripathi (B.E. - Electrical Engineering from IIT Roorkee) retired after serving as Chairman, Railway Board & CEO, Ministry of Railways (Ex-Officio Principal Secretary to the Government of India). Shri Tripathi joined Indian Railways through Indian Railway Service of Electrical Engineers (IRSEE) in 1983 Batch and served Indian Railways for about 38 Years. In his distinguished career, before being elevated to the post of CRB & CEO, he successfully discharged the duties of many important posts of Rolling Stock Maintenance and operation, Traction Distribution and Electrical coaching and General Services on Northern, North Central, Central & Western Railways. He worked on all key Techno-Managerial posts like Additional Divisional Railway Manager on Western Railway Mumbai Central, Divisional Railway Manager, North Central Railway, Allahabad, Chief Electrical Locomotive Engineer, Chief Electrical Service Engineer, & Additional General Manager on Western Railway, Additional Member/Traction in Railway Board responsible for functioning of Electrical Department on whole Indian Railways and General Manager on North Eastern Railway and General Manager North Central Railways.

Shri Tripathi played a key role in successfully implementing state-of-the-art technologies of Electric Locomotives on Indian Railways (IR) and helped tremendously in its indigenization, He was an important part of development of modern three phase technology on IR. He was actively involved in large scale adoption of Solar power on IR. He took a lot of initiative for providing passenger amenities like Lifts & Escalators on various stations of Western Railway as CESE and on IR while working as AM/Traction later. He has a knack of creating suitable vital infrastructure for the system expeditiously. He was instrumental in creating many critical infrastructures on IR. As DRM/Prayagraj, he took huge initiative to create infrastructure to decongest the rail network of the Division expeditiously to make it suitable to meet the IR requirements. At that time, ALD division was a major bottleneck for Indian Railways to increase Revenue earning of IR which got removed by creating these infrastructures. As AGM/WR, he was instrumental in achieving record electrification infrastructure on Western Railway and helped tremendously to achieve the target of 100% electrification of Government of India.

During his tenure as GM/NER, he led from front and North East Railway got transformed from Meter Gauge to Broad Gauge & Non electrified Railway to Electrified Railway completely. The mobility of NER also improved by 100%. The operational efficiency of NER improved substantially with special

focus on increasing the speeds of various sections and completion of critical traffic facility works. NER also received First prize of National Energy Conservation Award in transport category and many other awards at U.P. State level. Under his guidance as GM/NER Railway, NER manpower was trained and skilled up suitably under 'Skill India Mission', which completely transformed efficiency of human resources as well as resulted in huge financial savings for IR.

As GM/NCR he could get completed lot of infrastructure works very fast which improved the mobility of NC Railway as well as IR. Large number of system improvements were done during his tenure as GM/NCR & GM/NER, and finally got elevated to the highest post of Indian Railways i.e. CRB & CEO.

During his tenure as CRB & CEO, IR took a giant leap in infrastructure creation alongwith substantial increase in investment in Infrastructure. Indian Railways moved ahead on the path of transformation. Large scale introduction of VANDE BHARAT was done. Many changes/reforms and system improvements were planned and executed which improved the efficiency as well as Economics of IR. Many systems improvements were thought and implemented to enhance the customer satisfaction also. Many path breaking reforms through IT like E- Auction, Introduction of Third-Party inspection of material being purchased for IR usage, Development of warranty obligation portal, Centralized examination for promotion from supervisors to officers on whole IR etc. were conceptualized and implemented. Under his dynamic leadership the Revenue earnings, Passenger facilities and transportation of goods through Rail network increased tremendously and the growth recorded in all related fields was all time best.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Tripathi ji (DIN: 09463988) for the office of Independent Director in the Company.

The Company has received from **Mr. Vinay Kumar Tripathi:**

- i) Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- i) Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013;
- ii) Declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations;
- iii) Declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and
- iv) Declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- v) The Company has also received a declaration from him that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Vinay Kumar Tripathi (DIN: 09463988) fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The

Directors are of the view that the vast knowledge and varied experience of Mr. Vinay Kumar Tripathi (DIN: 09463988) will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Regulation 17(11) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) and other applicable provisions. Mr. Vinay Kumar Tripathi (DIN: 09463988) shall be paid sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings.

Except Mr. Vinay Kumar Tripathi (DIN: 09463988) and his relatives, no other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 1 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

As per Regulation 25(2A) of the Listing regulations, appointment of Independent Director requires approval of the shareholder / members of the Company by way of Special Resolution. As such, the Board of Directors recommends the Special Resolution set out in the **Item No. 1** of the Notice for your approval.

**Item No. 2:**

The Company had approved and allotted 308,517,476 Partly Paid-Up Equity Shares on June 5, 2025 pursuant to its Rights Issue and raised funds in accordance with the objects stated in the Letter of Offer dated April 19, 2025. The First and Final Call in respect of the said shares was made with payment due as March 04, 2026 being the last date for making the call money. Subsequently, reminder notices shall be issued to those shareholders who had not paid the call money by the due date.

As disclosed in the Letter of Offer dated April 19, 2025 issued in connection with the Rights Issue, in the event the proceeds of the Rights Issue remain unutilised as on March 31, 2026, the Company would seek approval of the Members for utilisation of such unutilised proceeds in the subsequent financial years.

As on March 31, 2026, a portion of the funds received pursuant to the First and Final Call on the partly paid-up equity shares which will unutilised shall be utilised in F.Y. 2026-2027. The utilisation of the proceeds is being undertaken in a phased manner, considering the Company's operational requirements, project implementation schedules, business expansion plans and overall financial prudence. Certain projects and activities for which the funds were raised are ongoing and are expected to continue beyond March 31, 2026.

In terms of the disclosure made in the Letter of Offer and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by Securities and Exchange Board of India, the Company is required to obtain the approval of the Members for utilisation of unutilised Rights Issue proceeds beyond March 31, 2026. It is clarified that the proposed utilisation shall continue strictly in accordance with the objects stated in the Letter of Offer and does not involve any change or variation in the objects of the Rights Issue.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on February 4, 2026, after reviewing the status of utilisation of the Rights Issue proceeds, approved the proposal for continued utilisation of the unutilised funds in accordance with the original objects of the Rights Issue, subject to the approval of the Members.

The Audit Committee shall continue to monitor the utilisation of the Rights Issue proceeds, and the Company shall make necessary disclosures in its quarterly financial results, annual report and

other statutory filings as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Since there is no change or variation in the objects of the Rights Issue, the proposed resolution does not require approval by way of a special resolution under the SEBI (ICDR) Regulations. Accordingly, the Board recommends the **Special Resolution** set out in the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out in **Item No. 2** of the Notice for approval of the Members.

**Item No. 3:**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 4<sup>th</sup> February, 2026, approved the appointment of Mr. Apurva Chandra (DIN 02531655) as an Additional Director on the Board of the Company in Independent category for a term not exceeding 5 (five) Consecutive years starting from 4<sup>th</sup> February, 2026 to 30<sup>th</sup> September 2030, subject to approval of the Shareholders / Members of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Apurva Chandra (DIN 02531655) will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders / Members for appointment of a new Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

**Profile of Mr. Apurva Chandra (DIN 02531655)**

Shri. Apurva Chandra is a senior Indian Administrative Service (IAS) officer of the 1988 batch (Maharashtra cadre) with over 36 years of experience in public administration, public policy, regulatory reforms, and industrial development. He superannuated from Government service on 30 September 2024 and is currently serving as Principal Advisor to the Ministry of Defence, Government of India, advising on defence procurement reforms and leading the review of the Defence Acquisition Procedure (DAP), 2020.

During his distinguished career, he has held several key leadership positions in the Government of India, including Secretary, Ministry of Health & Family Welfare; Secretary, Ministry of Information & Broadcasting; Secretary, Ministry of Labour & Employment; and Director General (Acquisition), Ministry of Defence. His professional expertise spans defence and aerospace, infrastructure, petroleum and natural gas, labour and employment reforms, healthcare systems, industrial policy, and ease of doing business initiatives.

As Director General (Acquisition), Ministry of Defence, he oversaw high-value capital acquisitions for the Indian Armed Forces, including major aircraft, missile systems, helicopters, and naval platforms, while simultaneously promoting indigenisation and domestic manufacturing under the "Make in India" initiative. He played a pivotal role in framing DAP 2020, introducing reforms aimed at transparency, cost efficiency, innovation, and enhanced participation of Indian industry and start-ups.

In his role as Principal Secretary (Industries), Government of Maharashtra, he led large-scale industrial and investment promotion initiatives, positioned Maharashtra as a leading destination for foreign direct investment, spearheaded the development of Aurangabad Industrial City (AURIC) under the Delhi-Mumbai Industrial Corridor, and contributed significantly to India's improvement in global Ease of Doing Business rankings.

Mr. Chandra has also led major governance and digital transformation initiatives in healthcare, labour administration, and media regulation, including nationwide digital platforms, social security frameworks, and regulatory simplification. His work reflects deep experience in policy execution, stakeholder management, risk oversight, and institutional governance, which is highly relevant for listed entities.

Internationally, he has represented India at global forums, including serving as Chair of the Governing Body of the International Labour Organization (ILO) and Chair of Committee A at the World Health Assembly. He has led bilateral and multilateral negotiations with global governments and institutions.

He currently serves on the boards of several listed and unlisted companies, including CEAT Limited, Centum Electronics Limited, IL&FS Limited, IL&FS Financial Services Limited, Ravindra Energy Limited, Sudarshan Chemicals Limited, and Synergy Advanced Metals Limited, bringing extensive experience in governance, public policy interface, and strategic oversight.

Mr. Chandra holds a Master's and Bachelor's degree in Engineering from IIT Delhi, along with qualifications in business finance and accountancy from reputed institutions, combining strong technical, financial, and governance expertise. The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Tripathi ji (DIN: 09463988) for the office of Independent Director in the Company.

The Company has received from Mr. Apurva Chandra (DIN 02531655):

- i. Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii. Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013;
- iii. Declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations;
- iv. Declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and
- v. Declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- vi. The Company has also received a declaration from him that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Apurva Chandra (DIN 02531655) fulfills the conditions for

independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Apurva Chandra (DIN 02531655) will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Regulation 17(11) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) and other applicable provisions. Mr. Apurva Chandra (DIN 02531655) shall be paid sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings.

Except Mr. Apurva Chandra (DIN 02531655) and his relatives, no other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

As per Regulation 25(2A) of the Listing regulations, appointment of Independent Director requires approval of the shareholder / members of the Company by way of Special Resolution. As such, the Board of Directors recommends the Special Resolution set out in the **Item No. 3** of the Notice for your approval.

**Item No. 4: Appointment of Mr. Balasubramanian Prabhakaran (DIN 01428366) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 4<sup>th</sup> February, 2026, approved the appointment of Mr. Balasubramanian Prabhakaran (DIN 01428366) as an Additional Director on the Board of the Company in Non-Executive Non- Independent category and thereafter recommended to be appointed as a Non-Executive Non Independent Director of the Company for a term not exceeding 5 (five) Consecutive years starting from 4<sup>th</sup> February, 2026 to 30<sup>th</sup> September 2030, subject to approval of the Shareholders / Members of the Company as well as approval of requisite regulatory authorities.

Pursuant to the provisions of Section 161 of the Act, Mr. Balasubramanian Prabhakaran (Din 01428366) will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders / Members for appointment of a new Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier

Being an Additional Director, Mr. Balasubramanian Prabhakaran holds office up to the date of next Annual General Meeting of the Company. A notice under Section 160 of the Act has been received from a Member of the Company proposing the candidature of Mr. Balasubramanian Prabhakaran for appointment as a Director of the Company, liable to retire by rotation. Pursuant to Regulation 17(1C) of the SEBI LODR, approval of shareholders for appointment or reappointment of a person on the board of directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

**Profile of Mr. Balasubramanian Prabhakaran (DIN 01428366):**

Mr. Balasubramaniam Prabhakaran is the Managing Director of Lloyds Metals and Energy Limited, where his vision and leadership have transformed a dormant operation into one of India's largest and most future-ready iron ore mining and processing ecosystems.

With over three decades of experience in the mining and infrastructure sector, Mr. Prabhakaran brings a rare combination of technical insight, operational depth, and systems-driven thinking to his role. He is also the founder and Managing Director of Thriveni Earthmovers, which he began in 1993 with a single excavator and has since scaled into one of India's largest private MDOs.

In 2018, Mr. Prabhakaran took on the leadership of Lloyds Metals at a crucial turning point. The company's operations in Surjagarh, Maharashtra, had long struggled to reach their full potential. Under his stewardship, Lloyds was restructured into a fully integrated mine-to-beneficiation operation. The transformation included everything from equipment upgrades and process redesign to human capital development and strategic infrastructure investments. Today, Lloyds stands as a vital player in the Indian steel supply chain and one of the largest iron ore producers in the country.

One of the most notable achievements under his leadership has been the commissioning of a state-of-the-art beneficiation plant, slurry pipeline, and associated logistics infrastructure, all designed with sustainability, efficiency, and scalability in mind. His systems-thinking approach has led to the introduction of in-pit crushing, low-emission transport, and advanced digital monitoring that reduce both carbon footprint and cost.

What distinguishes Mr. Prabhakaran's leadership is his ability to drive operational excellence while embedding social impact into the business model. His approach to mining is not extractive but regenerative. From hiring local tribal youth as operators and technicians to building skill centres and supporting women-led livelihood programmes, the Lloyds ecosystem has become a model of how industrial growth can directly uplift underserved regions.

Mr. Prabhakaran's work in Gadchiroli has had a transformative effect not just on the company, but on the region. Lloyds Metals today is not only a story of production and profit, but of partnerships, with local communities, with public institutions, and with a broader national vision for growth through inclusion. The Lloyds Infinite Foundation, which grew out of these ground-level efforts, now serves as a formal vehicle for the company's long-term social investments in education, health, and empowerment.

Under his leadership, Lloyds has also embraced transparency and stakeholder confidence through financial prudence, ESG commitment, and robust corporate governance. The company is now poised to expand its portfolio, deepen its integration, and contribute meaningfully to India's industrial roadmap.

Mr. Prabhakaran's leadership philosophy is simple but powerful: systems must outlast individuals. Whether it is investing in long-term infrastructure or in human capital, his focus has always been on building platforms for sustainable value creation. He believes that every industrial milestone must also be a social one, and that real progress happens when communities grow alongside corporations.

As India moves towards becoming a five trillion-dollar economy, Mr. Prabhakaran's vision continues to shape Lloyds into not just a mining company, but a force for inclusive, innovation-led growth. His journey is a testament to how clarity of purpose, backed by technical strength and social responsibility, can redefine what modern Indian industry stands for.

Mr. Prabhakaran's skills, extensive knowledge and rich experience, the Board of Directors believes that appointment of him on the Board as a Non-Executive Non-Independent Director would be in the best interest of the Company. Mr. Prabhakaran is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from him that he is not debarred from holding the office of director by

virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

A brief profile is also provided in the Annexure – A to this Notice along with other requisite information in compliance with Regulation 36(3) of the SEBI LODR and the SS-2. Mr. Prabhakaran is entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and its Committee(s).

The requisite documents relating to his appointment shall be made available for inspection electronically by the Members of the Company, during 10:00 a.m. IST to 5:00 p.m. IST on all working days, up to and including the last date specified for casting the votes through remote e-voting i.e., up to March 26, 2026.

Mr. Prabhakaran does not hold any equity shares of the Company nor his relatives holds any equity shares of the Company. Except Mr. Prabhakaran and his relatives, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in the Resolution as set out in Item No. 4 of this Notice. The Board of Directors commends the Special Resolution set out at Item No. 4 of this Notice for approval by the shareholder / members.

**Item No. 5:**

**Reappointment of Mr. Kishor Kumar Mohanlal Pradhan (DIN: 02749508) for a second term of (5) five consecutive years:**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (“ Act”) and rules made thereunder, Mr. Kishor Kumar Mohanlal Pradhan (DIN: 02749508) aged 67 years, who had been appointed as a Non-Executive Independent Director of the Company for a period of five years from 22<sup>nd</sup> July, 2021 to 21<sup>st</sup> July, 2026.

Accordingly, he is due for his retirement from the first term as a Non-Executive Independent Director on 22<sup>nd</sup> July 2026. 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. Kishor Kumar Mohanlal Pradhan (DIN: 02749508) is entitled for second term as an Independent Director of the Company. The performance evaluation of Mr. Kishor Kumar Mohanlal Pradhan (DIN: 02749508), for the financial year ended, was carried out by other Independent Directors.

Mr. Kishor Kumar Mohanlal Pradhan (DIN: 02749508) 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. Kishor Kumar Mohanlal Pradhan (DIN: 02749508)** 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. Pradhan 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.**

Mr. Kishor Kumar Mohanlal Pradhan (DIN: 02749508) aged 67 years as a Non-Executive Independent Director for the second term of five (5) consecutive years with effect from 22<sup>nd</sup> July 2026 till 21<sup>st</sup> July 2031, not liable to retire by rotation, by passing the special resolution as set out in the Notice.

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. Pradhan 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. Pradhan as an Independent Director of the Company. Other details of Mr. Pradhan pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 are given in Annexure-A, annexed herewith.

**Profile of Mr. Kishor Kumar Mohanlal Pradhan.**

Mr. Pradhan, aged 67 years is an experienced Banking Professional. Mr. Pradhan has worked with Indian Airlines, Reserve Bank of India, Bank of India and joined the Industrial Development Bank of India (IDBI) in 1983. After serving 37 years in different departments of the Banking Sector, he retired as General Manager from IDBI. During his tenure with IDBI, he was deputed to Investor Services of India Limited which was a subsidiary of IDBI for 3 years as Chief Executive Incharge.

Mr. Pradhan during his 37 years of service worked in Project Finance, Central Administration, Research, Central Accounts, Resource Management, Human Resources, Recovery (NPA Management), Audit, Business Development & Central Strategic and Planning Departments and acquired rich experience.

Mr. Pradhan 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 4<sup>th</sup> February 2026, has approved the re-appointment of term of Mr. Pradhan for second term of five consecutive years with effect from 22<sup>nd</sup> July 2026 till 21<sup>st</sup> July 2031, based on the recommendations received by Nomination & Remuneration Committee, members approval has been sought for the same.

Except Mr. Pradhan 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. 5** of this Notice.

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

**By Order of the Board of Directors  
For Lloyds Engineering Works Limited**

**Sd/-  
Rahima Shaikh  
Company Secretary & Compliance Officer  
ACS - 63449**

**Date: 27<sup>th</sup> February 2026  
Place: Mumbai**