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 **|** +91 95456 54196 **Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel (W), Mumbai 400 013 **| Telephone:** +91-22-6291 8111 **Contact person:** Rahima Shaikh - Company Secretary and Compliance Officer **| E-mail id:** infoengg@lloyds.in **| Website:** www.lloydsengg.in

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF LLOYDS ENGINEERING WORKS LIMITED WILL BE HELD ON WEDNESDAY, 15th JULY, 2026 THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

Item No. 1: Acquisition of controlling stake in Steel Infra Solutions Company Limited by way of swap of Equity Shares through Preferential Allotment i.e. for Consideration other than Cash.

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

"RESOLVED THAT pursuant to provisions of Section 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI (ICDR) Regulations, 2018**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), the equity listing agreement entered into by the Company with BSE Limited ("**BSE**") referred to as "**Stock Exchange"** and the rules, regulations, notifications and circulars issued thereunder and any other rules / regulations / guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**") and the Reserve Bank of India ("**RBI**"), the Ministry of Corporate Affairs ("**MCA**") and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from BSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**", which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company ("**Members**") be and is hereby accorded, to authorize, create, issue, offer and allot, upto **7,06,74,554** Equity Shares of the Company of face value of Re. 1/- (Rupee One) per Equity Share at an Issue Price of Rs. **71.25** per Equity Share (Rupees Seventy-One and Twenty-Five Paise Only) [including a premium of Rs. 70.25 per Equity Share (Rupees Seventy and Twenty-Five Paise One)] amounting to Rs. **503,55,61,972.50** on a preferential allotment basis to the below mentioned persons / entities, being the shareholders of Steel Infra Solutions Company Limited ('**SISCOL**'), (CIN: U27300DL2017PLC324842) for consideration other than cash i.e. in lieu of acquisition of upto 1,67,85,210 Equity Shares (41.34% stake) of SISCOL, through swapping of shares of the Company as detailed below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion:

Sr. No.	Name of Proposed Allottees	Maximum %age of stake in SISCOL offered for acquisition *(for consideration other than cash)*	Maximum no. of Shares of SISCOL proposed to be transferred to Lloyds Engineering Works Limited ('the Company')	Maximum no. of Shares of the Company proposed to be allotted for the acquisition of SISCOL Shares	Name of the Ultimate Beneficiaries/ Owners
	Category- Non-Promoter				
1	Ravikant Uppal	9.23	37,47,606	1,57,79,393	Ravikant Uppal
2	Rajagopal Kannabiran	0.88	3,56,908	15,02,770	Rajagopal Kannabiran
3	Niladri Sarkar	0.53	2,15,625	9,07,894	Niladri Sarkar
4	Ranjan Sharma	4.24	17,23,200	72,55,578	Ranjan Sharma
5	Poonam Sharma	3.25	13,18,098	55,49,886	Poonam Sharma
6	Star Global Resource Limited	0.58	2,37,191	9,98,698	• Ranjan Sharma • Poonam Sharma
7	Wharton Engineering & Developers Private Limited	0.37	1,50,123	6,32,096	• Ajay Kumar Gupta • Sonia Gupta
8	Surin Holdings LLP	7.23	29,35,478	1,23,59,907	• Surinder Kumar Choudhari • Sunita Choudhari • Aman Choudhari • Arun Choudhari • Akash Choudhari
9	Krishna Fabrications Private Limited	0.52	2,11,865	8,92,063	Surinder Kumar Choudhari
10	Zarksis Jahangir Parabia	1.48	6,00,758	25,29,507	Zarksis Jahangir Parabia
11	Nekzad J Parabia	1.48	6,00,758	25,29,507	Nekzad J Parabia
12	MK Ventures	4.27	17,32,650	72,95,368	Madhusudan Murlidhar Kela
13	UAP Advisors LLP	0.41	1,65,972	6,98,829	• Uma Suresh Prabhu • Ameya Suresh Prabhu

14	Meridian Investment	3.30	13,41,253	56,47,381	• T V Mohandas Pai • Kusumlata Pai • Siddarth M Pai • Pranav M Pai
15	Sushma Anand Jain	1.04	4,23,729	17,84,122	Sushma Anand Jain
16	Aroon Raman	0.31	1,27,119	5,35,237	Aroon Raman
17	Santosh Desai	0.27	1,10,500	4,65,263	Santosh Desai
18	Narayanaswami Jayakumar	0.26	1,05,932	4,46,029	Narayanaswami Jayakumar
19	Flute Aura Enterprises Private Limited	0.31	1,27,119	5,35,237	Shalinee Laddha
20	Prime Securities Limited	0.19	76,271	3,21,141	Not applicable as it is a listed entity.
21	Vinod Kumar Lodha	0.05	18,750	78,947	Vinod Kumar Lodha
22	Naresh Kumar Bhargava	0.05	18,750	78,947	Naresh Kumar Bhargava
23	Subhkam Ventures (I) Private Limited	0.51	2,08,305	8,77,073	• Rakesh S. Kathotia • Rishabh R. Kathotia
24	Khazana Tradelinks Private Limited	0.31	1,25,000	5,26,315	• Navin Kumar Jain • Yashasvi Kathotia • Rakesh S. Kathotia
25	TRC Engineering India Private Limited	0.15	62,500	2,63,157	Surendra Ramanna
26	RVB Enterprises LLP	0.08	31,250	1,31,578	• Vipin Kumar Jain • Ritu Vipin Kumar Jain
27	Ladnun Consultancy Services LLP	0.03	12,500	52,631	• Abhay Kumar Jain • Sarita Jain • Nishan Jain • Sonal Jain
	Total	**41.34**	**1,67,85,210**	**7,06,74,554**	

RESOLVED FURTHER THAT:

i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as Monday, 15th June, 2026 to consider the proposed preferential issue of Equity Shares.

ii. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.

iii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT since the aggregate value of the consideration, though not in the form of cash (i.e. consideration other than cash), arising from the Preferential Issue exceeds Rs. 100 Crores, in accordance with Regulation 162A of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, a SEBI-registered external credit rating agency, Brickwork Ratings India Private Limited, be and is hereby appointed as the Monitoring Agency to monitor the utilisation of such consideration in the manner prescribed under the applicable laws.

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the RBI / SEBI and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers

of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

Item No. 2: Issue of Equity Shares on Preferential basis for Cash consideration.

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

"RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("**SEBI (ICDR) Regulations, 2018**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), the Ministry of Corporate Affairs ("**MCA**"), the respective stock exchanges where the equity shares of the Company are listed ("**Stock Exchanges**"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**", which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent of the Members of the Company ("**Members**") be and is hereby accorded to create, issue, offer and allot by way of Preferential Allotment, upto **7,00,000** Equity Shares of Face Value of Re. 1/- (Rupee One only) each at an Issue Price of **Rs. 71.25** each (including premium of Rs. 70.25 each aggregating to upto **Rs. 4,98,75,000/-** (Rupees Four Crore Ninety-Eight Lakh Seventy-Five Thousand Only) to Non-Promoter, on a preferential allotment basis for cash consideration in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	Maximum No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
	Category- Non-Promoters		
1	Prime Securities Limited	7,00,000	Not Applicable as it is a listed entity.
	Total	**7,00,000**	

RESOLVED FURTHER THAT:

i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as Monday, 15th June, 2026 to consider the proposed preferential issue of Equity Shares.
ii. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
iii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT in accordance with Regulation 162A of Chapter V of the SEBI (ICDR) Regulations, 2018, a SEBI-registered external credit rating agency, Brickwork Ratings India Private Limited, be and is hereby appointed as the Monitoring Agency to monitor the utilisation of such consideration in the manner prescribed under the applicable laws.

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the RBI / SEBI and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

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

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

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

By Order of the Board of Directors
Lloyds Engineering Works Limited

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

Date: 18th June, 2026
Place: Mumbai

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 **|** +91 95456 54196 **Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel (W), Mumbai 400 013 **| Telephone:** +91-22-6291 8111 **Contact person:** Rahima Shaikh - Company Secretary and Compliance Officer **| E-mail id:** infoengg@lloyds.in **| Website:** www.lloydsengg.in

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

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

Item No. 1 and 2
A Share Purchase, Share Subscription and Shareholders' Agreement ("**SPSSSHA**") dated 18th June 2026 has been entered between the Company, Lloyds Enterprises Limited (the holding company of the Company), Streamland Estate LLP, Steel Infra Solutions Company Limited ("**SISCOL**" or the "**Target Company**") and shareholders of SISCOL.

Pursuant to the SPSSHA, the Company, Lloyds Enterprises Limited and Streamland Estate LLP have agreed to acquire, in aggregate, upto 3,57,80,117 equity shares of the Target Company, constituting upto 88.12% of the total outstanding equity share capital of the Target Company, for the total consideration of about INR 1,073.40 Cr. The acquisition shall be undertaken as follows:

a. Acquisition of upto 2,11,80,117 equity shares, constituting upto 52.16% of the total outstanding equity share capital of the Target Company, by the Company partly through cash and partly through share swap (i.e. non-cash consideration basis), for the total consideration of about INR 635.40 Cr;
b. Acquisition of upto 73,00,000 equity shares, constituting upto 17.98% of the total outstanding equity share capital of the Target Company, by Lloyds Enterprises Limited through cash, for the total consideration of about INR 219 Cr; and
c. Acquisition of upto 73,00,000 equity shares, constituting upto 17.98% of the total outstanding equity share capital of the Target Company, by Streamland Estate LLP through cash, for the total consideration of about INR 219 Cr.

Accordingly, the Board of Directors of your Company at their meeting held on 18th June, 2026 has approved to issue and allot:

i. Upto 7,06,74,554 Equity Shares of Face Value of Re. 1/- each at an Issue Price of Rs. 71.25 each (including a premium of Rs. 70.25 each) aggregating to upto Rs. 503,55,61,972.50 to proposed allottees who are selling shareholders of SISCOL, not belonging to Promoters / Promoter Group of the Company, for consideration other than cash i.e. against the acquisition of upto 1,67,85,210 (41.34%) of the equity shares held by selling shareholders in SISCOL, by way of a preferential issue through private placement, in accordance with the provisions of Section 62 read with Section 42 and other applicable provisions of the Companies Act, 2013 and Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto ("Preferential Allotment")).
ii. Upto 7,00,000 Equity Shares to person belonging to non-promoter category on a preferential allotment basis at an Issue Price of Rs. 71.25 (including a premium of Rs. 70.25 each) for an aggregate cash consideration of upto Rs. 4,98,75,000/-

The Company shall pay a total consideration of upto Rs. 1,31,84,72,100/- to the sellers / shareholders for the acquisition of upto 43,94,907 equity shares of SISCOL, constituting upto 10.82% of the total outstanding equity share capital of SISCOL.

Pursuant to the proposed acquisition, the total percentage stake in SISCOL by the Company shall be 52.16% and subject to receipt of the necessary statutory, regulatory and other approvals, Lloyds Engineering Works Limited ("the Company") shall become the Holding Company of Steel Infra Solutions Company Limited ("SISCOL"), and SISCOL shall become a Subsidiary of the Company. For the purposes of this Notice, the term 'Subsidiary' shall include 'Material

Subsidiary', wherever applicable, and all provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, relating to subsidiaries and material subsidiaries shall apply to SISCOL and the Company, to the extent applicable under law.
In terms of Section 62(1)(c) read with Sections 42 of the Act and rules made thereunder, and in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, 2018, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

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

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

1. **List of Allottees for Preferential Allotment of Equity Shares**
   i. **For Non-Cash consideration**

Sr. No.	**Name of Proposed Allottees**	**Maximum %age of stake in SISCOL offered for acquisition** ***(for consideration other than cash)***	**Maximum no. of Shares of SISCOL proposed to be transferred to the Company**	**Maximum no. of Shares of the Company proposed to be allotted for the acquisition of SISCOL Shares**	**Name of the Ultimate Beneficiaries/ Owners**
	Category- Non-Promoter				
1	Ravikant Uppal	9.23	37,47,606	1,57,79,393	Ravikant Uppal
2	Rajagopal Kannabiran	0.88	3,56,908	15,02,770	Rajagopal Kannabiran
3	Niladri Sarkar	0.53	2,15,625	9,07,894	Niladri Sarkar
4	Ranjan Sharma	4.24	17,23,200	72,55,578	Ranjan Sharma
5	Poonam Sharma	3.25	13,18,098	55,49,886	Poonam Sharma
6	Star Global Resource Limited	0.58	2,37,191	9,98,698	• Ranjan Sharma • Poonam Sharma
7	Wharton Engineering & Developers Private Limited	0.37	1,50,123	6,32,096	Ajay Kumar Gupta Sonia Gupta

8	Surin Holdings LLP	7.23	29,35,478	1,23,59,907	• Surinder Kumar Choudhari • Sunita Choudhari • Aman Choudhari • Arun Choudhari • Akash Choudhari
9	Krishna Fabrications Private Limited	0.52	2,11,865	8,92,063	Surinder Kumar Choudhari
10	Zarksis Jahangir Parabia	1.48	6,00,758	25,29,507	Zarksis Jahangir Parabia
11	Nekzad J Parabia	1.48	6,00,758	25,29,507	Nekzad J Parabia
12	MK Ventures	4.27	17,32,650	72,95,368	Madhusudan Murlidhar Kela
13	UAP Advisors LLP	0.41	1,65,972	6,98,829	• Uma Suresh Prabhu • Ameya Suresh Prabhu
14	Meridian Investment	3.30	13,41,253	56,47,381	• T V Mohandas Pai • Kusumlata Pai • Siddarth M Pai • Pranav M Pai
15	Sushma Anand Jain	1.04	4,23,729	17,84,122	Sushma Anand Jain
16	Aroon Raman	0.31	1,27,119	5,35,237	Aroon Raman
17	Santosh Desai	0.27	1,10,500	4,65,263	Santosh Desai
18	Narayanaswami Jayakumar	0.26	1,05,932	4,46,029	Narayanaswami Jayakumar
19	Flute Aura Enterprises Private Limited	0.31	1,27,119	5,35,237	Shalinee Laddha
20	Prime Securities Limited	0.19	76,271	3,21,141	Not applicable as it is a listed entity.
21	Vinod Kumar Lodha	0.05	18,750	78,947	Vinod Kumar Lodha
22	Naresh Kumar Bhargava	0.05	18,750	78,947	Naresh Kumar Bhargava
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24	Khazana Tradelinks Private Limited	0.31	1,25,000	5,26,315	• Navin Kumar Jain • Yashasvi Kathotia • Rakesh S. Kathotia

25	TRC Engineering India Private Limited	0.15	62,500	2,63,157	Surendra Ramanna
26	RVB Enterprises LLP	0.08	31,250	1,31,578	• Vipin Kumar Jain • Ritu Vipin Kumar Jain
27	Ladnun Consultancy Services LLP	0.03	12,500	52,631	• Abhay Kumar Jain • Sarita Jain • Nishan Jain • Sonal Jain
	Total	**41.34**	**1,67,85,210**	**7,06,74,554**	

ii. **For Cash Consideration:**

Sr. No.	Name of the Proposed Allottees	Maximum no. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
	Category- Non-Promoters		
1	Prime Securities Limited	7,00,000	Not applicable as it is a listed entity
	Total	**7,00,000**	

2. Objects of the preferential issue:

A Share Purchase, Share Subscription and Shareholders' Agreement ("**SPSSSHA**") dated 18th June 2026 has been entered between the Company, Lloyds Enterprises Limited (the holding company of the Company), Streamland Estate LLP, Steel Infra Solutions Company Limited ("**SISCOL**" or the "**Target Company**") and shareholders of SISCOL.

Pursuant to the SPSSHA, an aggregate upto 3,57,80,117 equity shares of SISCOL, constituting upto 88.12% of the total outstanding equity share capital of the Target Company has been acquired by the Company, Lloyds Enterprises Limited, a holding company of the Company and Streamland Estate LLP. The consideration discharged for the acquisition has been structured through a combination of **cash consideration** and **non-cash consideration (share swap)**, as detailed below:

i. **Acquisition of upto 2,11,80,117 Equity Shares of SISCOL by the Company:**

The consideration for the acquisition of upto 2,11,80,117 equity shares of SISCOL, constituting upto 52.16% of the total outstanding equity share capital of the Target Company shall be discharged partly in cash consideration and partly through share swap (i.e. non-cash consideration basis) as detailed below:

- **Cash Consideration:** The Company shall pay a total consideration of upto Rs. 1,31,84,72,100/- to the sellers / shareholders for the acquisition of upto 43,94,907 equity shares of SISCOL, constituting upto 10.82% of the total outstanding equity share capital of the Target Company.

- **Share Swap (Non-Cash Consideration):** The Company shall issue and allot upto 7,06,74,554 equity shares on a preferential basis to the sellers / shareholders of SISCOL at a price of INR 71.25 per equity share, towards the acquisition of upto 1,67,85,210 equity shares, constituting upto 41.34% of the total outstanding equity share capital of the SISCOL / Target Company, for the total consideration of upto Rs. 5,03,55,61,972.50.

ii. **Acquisition of upto 73,00,000 Equity Shares of SISCOL by Lloyds Enterprises Limited:** The entire consideration for the acquisition of upto 73,00,000 equity shares of SISCOL, constituting upto 17.98% of the total outstanding equity share capital of the Target Company shall be discharged through **cash consideration**. Accordingly, Lloyds Enterprises Limited shall pay a total consideration of upto Rs. 219,00,00,000/- in cash to the sellers / shareholders for the said acquisition of SISCOL.

iii. **Acquisition of upto 73,00,000 Equity Shares of SISCOL** by **Streamland Estate LLP:** The entire consideration for the acquisition of upto 73,00,000 equity shares of SISCOL, constituting upto 17.98% of the total outstanding equity share capital of the Target Company shall be discharged through **cash consideration**. Accordingly, Streamland Estate LLP shall pay a total consideration of upto Rs. 219,00,00,000/- in cash to the sellers / shareholders for the said acquisition of SISCOL.

Objects of the preferential issue for acquisition of stake of SISCOL

The Company proposes to issue upto 7,06,74,554 Equity Shares to selling shareholders of SISCOL for consideration other than cash, as discharge of the total non-cash consideration payable for the acquisition of their upto 1,67,85,210 (upto 41.34%) of the total outstanding equity share capital of the SISCOL / Target Company from them.

A. Background

Brief Business profile of the Company: The Company is engaged in the design, engineering, manufacture, fabrication, supply, erection and commissioning of heavy mechanical, hydraulic, structural, process plant, metallurgical and chemical equipment for the hydrocarbon, oil & gas, steel, power, nuclear, naval and marine sectors. The Company is in the process of evolving from a pure-play heavy mechanical equipment manufacturer into a diversified, multi-disciplinary engineering platform.

Brief Business Profile of SISCOL: SISCOL (CIN: U27300DL2017PLC324842), an unlisted public limited company was incorporated on 12th October, 2017 under Companies Act, 2013. The registered office of SISCOL is situated at D-66, Ground Floor, Block D Hauz Khas, South Delhi, New Delhi- 110016, India. SISCOL is engaged in the business of heavy steel fabrication and infrastructure solutions, serving customers across the energy, infrastructure and industrial segments.

Following is the Equity Share Capital Structure of SISCOL as on the date of this notice:

Category	**No. of Equity Shares**	**Shareholding (%)**
Promoter & Promoter Group (A)	2,34,63,718	57.79
Non-Promoter (B)	1,71,40,224	42.21
Total (C) = (A) + (B)	**4,06,03,942**	**100.00**

B. Rationale for acquisition of SISCOL:

The proposed acquisition is consistent with the Company's stated strategic objective of building a diversified, multi-disciplinary engineering platform and is expected to provide the following benefits to the Company:

(a) *Expansion of capabilities and product portfolio:* SISCOL's heavy steel fabrication and infrastructure solutions business is complementary to the Company's existing portfolio of heavy mechanical, hydraulic, structural and process equipment. The acquisition is expected to enable the combined business to offer a broader and more integrated solution to customers across its end-user sectors.

(b) *Operating synergies:* The combination is expected to generate operating synergies arising from the consolidation of procurement, shared engineering and design resources, optimisation of manufacturing capacity utilisation, and rationalisation of overheads at the combined entity level.

(c) *Strengthening of order book and customer offering:* The combined business is expected to be positioned to bid for larger and more integrated projects on a turnkey or EPC basis, where customers presently contract separately for process equipment and structural fabrication.

(d) *Pathway to a future listing of SISCOL:* As part of the transaction roadmap, the Company will endeavour to file the Draft Red Herring Prospectus for the listing of SISCOL within a period of thirty (30) months from the completion of Stage 1 of the transaction. A future listing of SISCOL is expected to provide independent price discovery of the SISCOL business and to contribute to value creation for the shareholders of the Company.

C. Rationale for the Consideration Structure:

The proposed consideration structure, comprising a combination of cash, equity shares of the Company and continued retention of equity shares in SISCOL, has been arrived at in consultation with the selling shareholders of SISCOL and is intended to:

(a) align the long-term interests of the selling shareholders of SISCOL who elect to receive equity shares of the Company, and the continuing shareholders of SISCOL, with the performance of the combined business; and

(b) be in compliance with the pricing, allotment, disclosure and lock-in requirements prescribed under Chapter V of the SEBI (ICDR) Regulations, 2018 and the provisions of Section 62(1)(c) of the Act.

The equity shares of the Company proposed to be allotted to the eligible selling shareholders of SISCOL shall be issued at a price not less than the price determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations. 2018 and shall be subject to the lock-in requirements prescribed under Regulation 167 thereof. The detailed terms of the preferential issue, including the proposed issue price, the number of equity shares proposed to be allotted, the identity of the proposed allottees and their pre- and post-issue shareholding, are set out separately in the Explanatory Statement.

D. Benefits to the Company and its Shareholders; Board Recommendation

The Board of Directors of the Company is of the view that the proposed acquisition of SISCOL, and the related issuance of equity shares of the Company on a preferential basis as part of the consideration, are in the interest

of the Company and its shareholders for the reasons set out in paragraphs B and C above. The acquisition is expected to be value-accretive at the consolidated level over the medium term and to contribute to long-term value creation for the shareholders of the Company. The Board accordingly recommends the resolutions set out in the accompanying Notice for the approval of the shareholders.

Further, pursuant to the preferential allotment of shares, the shareholders of SISCOL will be classified as Non-Promoters of the Company.

Pursuant to the proposed acquisition, the total percentage stake in SISCOL by the Company shall be 52.16% and subject to receipt of the necessary statutory, regulatory and other approvals, Lloyds Engineering Works Limited ("the Company") shall become the Holding Company of Steel Infra Solutions Company Limited ("SISCOL"), and SISCOL shall become a Subsidiary of the Company. For the purposes of this Notice, the term 'Subsidiary' shall include 'Material Subsidiary', wherever applicable, and all provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, relating to subsidiaries and material subsidiaries shall apply to SISCOL and the Company, to the extent applicable under law.

Objects of the preferential issue of 7,00,000 Equity Shares for cash consideration.
The proposed issue of 7,00,000 Equity Shares to Non- Promoter on Preferential allotment basis is being made for cash with the object to subscribe fresh Equity Shares in SISCOL.

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

i. The resolution no. 1 set out in the accompanying notice authorizes the Board to issue upto 7,06,74,554 Equity Shares of Re. 1/- each at an Issue Price of Rs. 71.25 each (including premium of Rs. 70.25 each) on preferential basis for consideration other than cash *i.e. swap of Equity shares of both the companies.* So, upto 7,06,74,554 Equity Shares of the Company will be issued and allotted, for upto 1,67,85,210 Equity Shares collectively held by the selling shareholders in SISCOL.

ii. The resolution no. 2 set out in the accompanying notice authorizes the Board to issue upto 7,00,000 Equity Shares of Re. 1/- each at an Issue Price of Rs. 71.25 each (including premium of Rs. 70.25 each) on preferential basis for Cash consideration.

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

A] The Preferential Issue is for consideration other than cash i.e. through swap of shares as well as through cash. Accordingly, as required under Regulation 163 (3) of Chapter V of the SEBI (ICDR) Regulations, 2018, the Valuation of Equity Shares of Lloyds Engineering Works Limited and Steel Infra Solutions Company Limited has been done by CA Hitendra Ranka, IBBI Registered Valuer - Securities or Financial Assets (Registration No. IBBI/RV/06/2019/11695), being an Independent Registered Valuer to enable the Companies to determine the swap ratio of Equity Shares of both the Companies vide Valuation Report dated 17th June, 2026. Accordingly, the Fair Value of Equity Shares of Lloyds Engineering Works Limited is Rs. 71.25 each and the Fair Value of Equity Shares of Steel Infra Solutions Company Limited is Rs. 300/- each. The Valuation Report so obtained from the Independent Registered Valuer is also placed on the website of the Company www.lloydsengg.in under "Investor" tab and can be accessed through the following link https://lloydsengg.in/preferential-issue/

B] The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "Stock Exchanges"). The Equity Shares of the

Company are frequently traded as per Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 on BSE and NSE. NSE being the Stock Exchange with higher trading volumes during the preceding 90 Trading days prior to the Relevant Date has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price shall not be less than higher of the following:

a. Rs. 58.56 each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
b. Rs. 71.12 each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 71.12 each.

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

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares of the Company on Preferential basis is Rs. 71.25 each (Face Value of Re. 1/- each + Premium of Rs. 70.25 each).

Hence, based on the above, the Board of Directors of the Company has decided the issue price of Equity Shares of the Company on Preferential basis shall be at a price of Rs. 71.25 each (Face Value Re. 1/- each + Premium Rs. 70.25 each). Further, the Board of Directors of the Company have considered the Fair Value of Equity Shares of SISCOL as Rs. 300/- each for the purpose of swapping of shares.

5. Relevant date with reference to which the price has been arrived at:
The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment of Equity Shares for cash and for consideration other than cash is 15th June, 2026.

6. The class or classes of persons to whom the allotment is proposed to be made:
The proposed preferential allotment of Equity Shares is made to Individuals, Firms, Trust, Limited Liability Partnership ("LLP"), Bodies Corporate belonging to Non-Promoters category.

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

8. The change in control if any in the company that would occur consequent to the preferential offer;
The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

9. **Time frame within which the preferential allotment shall be completed:**
   As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. **Shareholding pattern before and after Preferential Issue would be as follows:**
    Attached as **Annexure A**

11. **Consequential Changes in the Voting Rights:**
    Voting rights will change according to the change in the shareholding pattern mentioned above.

12. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:**

Sr. No.	**Proposed Allottees**	**Ultimate Beneficial Owner**	**Pre Preferential Issue***		**Maximum no. of Equity Shares proposed to be allotted**	**Post Preferential Issue**		
			No. of shares held	**% of shareholding**		**No. of shares held**	**% of shareholding *(considering proposed allotment of upto 7,13,74,554 Equity Shares under current Preferential Issue)***	**% of shareholding *(considering proposed allotment of upto 7,13,74,554 Equity Shares under current Preferential Issue and 1,28,62,078 Outstan***

								ding ESOP)
	Category-Non-Promoter							
1	Ravikant Uppal	Ravikant Uppal	-	-	1,57,79,393	1,57,79,393	1.02	1.01
2	Rajagopal Kannabiran	Rajagopal Kannabiran	-	-	15,02,770	15,02,770	0.10	0.10
3	Niladri Sarkar	Niladri Sarkar	-	-	9,07,894	9,07,894	0.06	0.06
4	Ranjan Sharma	Ranjan Sharma	-	-	72,55,578	72,55,578	0.47	0.46
5	Poonam Sharma	Poonam Sharma	-	-	55,49,886	55,49,886	0.36	0.35
6	Star Global Resource Limited	• Ranjan Sharma • Poonam Sharma	-	-	9,98,698	9,98,698	0.06	0.06
7	Wharton Engineering & Developers Private Limited	• Ajay Kumar Gupta • Sonia Gupta	-	-	6,32,096	6,32,096	0.04	0.04
8	Surin Holdings LLP	• Surinder Kumar Choudhari • Sunita Choudhari • Aman Choudhari • Arun Choudhari • Akash Choudhari	-	-	1,23,59,907	1,23,59,907	0.80	0.79

9	Krishna Fabrications Private Limited	Surinder Kumar Choudhari	-	-	8,92,063	8,92,063	0.06	0.06
10	Zarksis Jahangir Parabia	Zarksis Jahangir Parabia	-	-	25,29,507	25,29,507	0.16	0.16
11	Nekzad J Parabia	Nekzad J Parabia	-	-	25,29,507	25,29,507	0.16	0.16
12	MK Ventures	Madhusudan Murlidhar Kela	-	-	72,95,368	72,95,368	0.47	0.47
13	UAP Advisors LLP	• Uma Suresh Prabhu • Ameya Suresh Prabhu	-	-	6,98,829	6,98,829	0.05	0.04
14	Meridian Investment	• T V Mohandas Pai • Kusumlata Pai Siddarth M Pai • Pranav M Pai	-	-	56,47,381	56,47,381	0.36	0.36
15	Sushma Anand Jain	Sushma Anand Jain	-	-	17,84,122	17,84,122	0.11	0.11
16	Aroon Raman	Aroon Raman	-	-	5,35,237	5,35,237	0.03	0.03
17	Santosh Desai	Santosh Desai	-	-	4,65,263	4,65,263	0.03	0.03
18	Narayanaswami Jayakumar	Narayanaswami Jayakumar	-	-	4,46,029	4,46,029	0.03	0.03
19	Flute Aura Enterprises Private Limited	Shalinee Laddha	-	-	5,35,237	5,35,237	0.03	0.03
20	Prime Securities Limited	Not applicable as it is a listed entity.	-	-	10,21,141**	10,21,141	0.07	0.07
21	Vinod Kumar Lodha	Vinod Kumar Lodha	-	-	78,947	78,947	0.01	0.01
22	Naresh Kumar Bhargava	Naresh Kumar Bhargava	-	-	78,947	78,947	0.01	0.01

23	Subhkam Ventures (I) Private Limited	• Rakesh S. Kathotia • Rishabh R. Kathotia	-	-	8,77,073	8,77,073	0.06	0.06
24	Khazana Tradelinks Private Limited	• Navin Kumar Jain • Yashasvi Kathotia • Rakesh S. Kathotia	-	-	5,26,315	5,26,315	0.03	0.03
25	TRC Engineering India Private Limited	Surendra Ramanna	-	-	2,63,157	2,63,157	0.02	0.02
26	RVB Enterprises LLP	• Vipin Kumar Jain • Ritu Vipin Kumar Jain	-	-	1,31,578	1,31,578	0.01	0.01
27	Ladnun Consultancy Services LLP	• Abhay Kumar Jain • Sarita Jain • Nishan Jain • Sonal Jain	-	-	52,631	52,631	0.00	0.00
	Total				**7,13,74,554**			

**** As on 12th June, 2026***

***** Includes the proposed issue and allotment of 3,21,141 Equity Shares for consideration other than cash and 7,00,000 Equity Shares for cash consideration, aggregating to a total of 10,21,141 Equity Shares to Prime Securities Limited.***

****** The percentage holding has been computed with reference to the total share capital of the Company, taking into account both fully paid and partly paid shares.***

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

Sr. No.	Name of Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Ravikant Uppal	Non-Promoter	Non-Promoter
2	Rajagopal Kannabiran	Non-Promoter	Non-Promoter
3	Niladri Sarkar	Non-Promoter	Non-Promoter
4	Ranjan Sharma	Non-Promoter	Non-Promoter

5	Poonam Sharma	Non-Promoter	Non-Promoter
6	Star Global Resource Limited	Non-Promoter	Non-Promoter
7	Wharton Engineering & Developers Private Limited	Non-Promoter	Non-Promoter
8	Surin Holdings LLP	Non-Promoter	Non-Promoter
9	Krishna Fabrications Private Limited	Non-Promoter	Non-Promoter
10	Zarksis Jahangir Parabia	Non-Promoter	Non-Promoter
11	Nekzad J Parabia	Non-Promoter	Non-Promoter
12	MK Ventures	Non-Promoter	Non-Promoter
13	UAP Advisors LLP	Non-Promoter	Non-Promoter
14	Meridian Investment	Non-Promoter	Non-Promoter
15	Sushma Anand Jain	Non-Promoter	Non-Promoter
16	Aroon Raman	Non-Promoter	Non-Promoter
17	Santosh Desai	Non-Promoter	Non-Promoter
18	Narayanaswami Jayakumar	Non-Promoter	Non-Promoter
19	Flute Aura Enterprises Private Limited	Non-Promoter	Non-Promoter
20	Prime Securities Limited*	Non-Promoter	Non-Promoter
21	Vinod Kumar Lodha	Non-Promoter	Non-Promoter
22	Naresh Kumar Bhargava	Non-Promoter	Non-Promoter
23	Subhkam Ventures (I) Private Limited	Non-Promoter	Non-Promoter
24	Khazana Tradelinks Private Limited	Non-Promoter	Non-Promoter
25	TRC Engineering India Private Limited	Non-Promoter	Non-Promoter
26	RVB Enterprises LLP	Non-Promoter	Non-Promoter
27	Ladnun Consultancy Services LLP	Non-Promoter	Non-Promoter

** Prime Securities Limited is the proposed allottee for both Preferential Issue of Equity Shares for consideration other than cash as well as for Preferential Issue of Equity Shares for cash consideration.*

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

During the period from 1st April 2026 till the date of this notice, the Company has not made any Preferential Issue of Equity Shares/ Convertible Warrants. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and rules made thereunder.

15. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:** The Company proposes to discharge the non-cash consideration payable for the acquisition of upto 1,67,85,210 (upto 41.34%) Equity Shares of SISCOL from its shareholders by issuing upto 7,06,74,554 Equity Shares to the shareholders of SISCOL, i.e., for consideration other than cash. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent registered valuer where securities are issued on a preferential basis for consideration other than cash.

    The Valuation of Equity Shares has been done by CA Hitendra Ranka, IBBI Registered Valuer - Securities or Financial Assets (Registration No. IBBI/RV/06/2019/11695), being an Independent Registered Valuer having its Office at #406, Indraprasth Business House, B/h Rasranjan, Near Vijay Cross Road, Ahmedabad - 380 009.

    Based on the valuation report dated 17th June, 2026 obtained from the Independent Registered Valuer, the Board of Directors of the Company has approved and passed a resolution for the issuance of upto 7,06,74,554 Equity Shares at a price of Rs. 71.25 per share to shareholders of SISCOL, in exchange for upto 1,67,85,210 Equity Shares held by the Proposed Allottees in SISCOL as consideration.

16. **Undertakings:**
    i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
    ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked–in till the time such amount is paid by the allottees.

17. **Disclosure as specified under Regulation 163(1)(i) of SEBI (ICDR) Regulations, 2018**
    Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

18. **Name and the address of Valuer who performed valuation-** The Valuation of Equity Shares has been done by CA Hitendra Ranka, IBBI Registered Valuer - Securities or Financial Assets (Registration No. IBBI/RV/06/2019/11695), being an Independent Registered Valuer having its Office at #406, Indraprasth Business House, B/h Rasranjan, Near Vijay Cross Road, Ahmedabad - 380 009.

19. **Practicing Company Secretary' Certificate:**
    A copy of the certificate from Mr. K.C.Nevatia (Membership No. FCS 3963) of M/s. **K. C. Nevatia & Associates** (C.P. No.2348), Practicing Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 15th July, 2026. This certificate is also placed on the website of the Company www.lloydsengg.in under "Investors" tab and can be accessed through the following link https://lloydsengg.in/preferential-issue/

20. **Lock-in period**
    The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding

of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

i. The Company will issue and allot in aggregate upto 7,06,74,554 Equity Shares to the sellers/ proposed allottees in exchange of their upto 1,65,85,210 Equity Shares in SISCOL at an Issue Price of Rs. 71.25 each (including Premium of Rs. 70.25 each).
ii. Issue and allotment of upto 7,00,000 Equity Shares at an Issue Price of Rs. 71.25 each (including Premium of Rs. 70.25 each) on preferential allotment basis for cash consideration.
iii. The Equity Shares being issued and allotted in terms of this resolution shall rank pari- passu with the existing equity shares of the Company in all respects.

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

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

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

i. Issue of upto 7,06,74,554 Equity Shares of Face Value of Re. 1/- each at an issue price of Rs. 71.25 each (including premium of Rs. 70.25 each) on preferential basis for consideration other than cash.
ii. Issue of upto 7,00,000 Equity Shares of Face Value of Re. 1/- each at an issue price of Rs. 71.25 each (including premium of Rs. 70.25 each) on preferential basis for cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 18th June, 2026.

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

i. Upto 7,06,74,554 Equity Shares are being issued and allotted for consideration other than cash as a part of the consideration payable for the acquisition as mentioned above.
ii. The Company intends to raise upto Rs. 4,98,75,000/- by way of Preferential Issue of upto 7,00,000 Equity Shares.

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

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

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

27. Interest of the Promoters/ Directors:

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

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 and 2 of this Notice for the approval of the Members by way of passing a Special Resolution.

By Order of the Board of Directors
Lloyds Engineering Works Limited

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

Date: 18th June, 2026
Place: Mumbai

Notes:

1. The Extra Ordinary General Meeting (EGM) will be held on **Wednesday, 15th July, 2026 at 11:00 a.m. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.

2. Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 03/2025 dated September 22, 2025 and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

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

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

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

   b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circulars dated 14th December 2021, 16th March 2023 and 17th November 2023). The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details.

6. 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.

7. 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.

8. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD RTAMB/ P/CIR/2021/687 dated December 14, 2021 has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to the aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, Form ISR-3 and Form No. SH-13. The link for downloading the forms is available on the Company's website at www.lloydsengg.in and RTA`s website at www.bigshareonline.com.

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

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

10. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. 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.

12. As the Extra Ordinary General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions if any at least 10 days in advance but not later than **8th July 2026** relating to the business specified in this Notice of EGM on the Email ID rahima.shaikh@lloyds.in Further, Members who would like to express their views/ ask questions as a Speaker at the EGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to infoengg@lloyds.in between **10th July, 2026 (9:00 a.m. IST) to 14th July, 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.

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

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

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

16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No. 22**.

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

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

19. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. **19th June, 2026** will receive EGM Notice through electronic mode only.

20. In terms of Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 34 and 36 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 and SEBI Circular dated 7th October 2023, Companies can send correspondence of Meetings and other communications through electronic mode. Notice of the EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

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

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

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

b. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.

c. The Board of Directors of the Company has appointed Mr. Harshvardhan Tarkas, Practicing Company Secretary, (Membership No. A30701) as the Scrutinizer, to scrutinize the e-voting during the EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **8th July, 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., **8th July, 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 **www.lloydsengg.in.** The results shall simultaneously be communicated to the Stock Exchange.

g. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **15th July, 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.

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 **|** +91 95456 54196 **Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel (W), Mumbai 400 013 **| Telephone:** +91-22-6291 8111 **Contact person:** Rahima Shaikh - Company Secretary and Compliance Officer **| E-mail id:** infoengg@lloyds.in **| Website:** www.lloydsengg.in

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

The remote e-voting period begins on Friday, 10th July, 2026 at 9.00 a.m. and ends on Tuesday, 14th July, 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. Wednesday, 8th July, 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 Wednesday 8th July, 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:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** 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 **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** 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 & voting during the meeting.

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

App Store Google Play

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 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 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 user your existing password to login and cast your vote.

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

c) How to retrieve your 'initial password'?

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

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

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 **|** +91 95456 54196 **Corporate Office:** A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel (W), Mumbai 400 013 **| Telephone:** +91-22-6291 8111 **Contact person:** Rahima Shaikh - Company Secretary and Compliance Officer **| E-mail id:** infoengg@lloyds.in **| Website:** www.lloydsengg.in

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 cshtarkas@gmail.com> with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request) at 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 (infoengg@lloyds.in).
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 (infoengg@lloyds.in). 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 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 ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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 infoengg@lloyds.in . The same will be replied by the company suitably.

6. 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 between **Wednesday, 8th July, 2026 (9:00 a.m. IST) till Tuesday, 14th July, 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.

7. 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 **July 08, 2025**. Only those Members who have pre-registered themselves as a speaker 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

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

24. Investor Grievance Redressal: - The Company has designated an e-mail id infoengg@lloyds.in and rahima.shaikh@lloyds.in to enable investors to register their complaints, if any.

By Order of the Board of Directors
Lloyds Engineering Works Limited

Sd/-

Rahima Shaikh
Company Secretary & Compliance Officer
ACS: 63449

Date: 18th June, 2026
Place: Mumbai

Annexure A

Pre and Post Shareholding as on 12th June, 2026

Sr. No.	Category	Pre Preferential Issue*				Post Preferential Issue *(considering proposed allotment of 7,13,74,554 Equity Shares under current Preferential Issue)*				Post Preferential Issue *(considering proposed allotment of 7,13,74,554 Equity Shares under current Preferential Issue and 1,28,62,078 Outstanding ESOP)*			
		Fully Paid Up No. of shares held	Partly Paid Up	Total of Fully paid shares and partly paid shares	Total % of Fully paid shares and partly paid shares	Fully Paid Up No. of shares held	Partly Paid Up	Total of Fully paid shares and partly paid shares	Total % of Fully paid shares and partly paid shares	Fully Paid Up No. of shares held	Partly Paid Up	Total of Fully paid shares and partly paid shares	Total % of Fully paid shares and partly paid shares
A	**Promoters Holding**												
1	**Indian**												
	Individual	2,37,500.00	-	2,37,500.00	0.02	2,37,500.00	-	2,37,500.00	0.02	2,37,500.00	-	2,37,500.00	0.02
	Bodies corporate	62,01,73,042	-	62,01,73,042	41.90	62,01,73,042	-	62,01,73,042	39.97	62,01,73,042	-	62,01,73,042	39.64
	Sub-total	62,04,10,542	-	62,04,10,542	41.91	62,04,10,542	-	62,04,10,542	39.98	62,04,10,542	-	62,04,10,542	39.65
2	**Foreign Promoters**	-	-	-	-	-	-	-	-	-	-	-	0.00
	Sub-total (A)	**62,04,10,542**	**-**	**62,04,10,542**	**41.91**	**62,04,10,542**	**-**	**62,04,10,542**	**39.98**	**62,04,10,542**	**-**	**62,04,10,542**	**39.65**
B	**Non-promoters' holding**				-								
	Institutional investors	3,40,39,626	-	3,40,39,626	2.30	3,40,39,626	-	3,40,39,626	2.19	3,40,39,626	-	3,40,39,626	2.18
	Non-institution				-								
	Private corporate bodies, Partnership Firm & LLP	74,56,20,014	1,75,80,079	76,32,00,093	51.56	77,19,04,107	1,75,80,079	78,94,84,186	50.88	77,19,04,107	1,75,80,079	78,94,84,186	50.46
	Indian public & HUF	5,20,56,681	1,57,407	5,22,14,088	3.53	9,14,99,761	1,57,407	9,16,57,168	5.91	10,43,61,839	1,57,407	10,45,19,246	6.68
	(Others (including IEPF, NRIs, Clearing members, Trusts, etc)	87,04,859	697	87,05,556	0.59	1,43,52,240	697	1,43,52,937	0.92	1,43,52,240	697	1,43,52,937	0.92
	Sub-total (B)	**84,04,21,180**	**1,77,38,183**	**85,81,59,363**	**57.97**	**91,17,95,734**	**1,77,38,183**	**92,95,33,917**	**59.91**	**92,46,57,812**	**1,77,38,183**	**94,23,95,995**	**60.23**
C	**Non Promoter & Non Public**	**17,26,549**	**-**	**17,26,549**	**0.12**	**17,26,549**	**-**	**17,26,549**	**0.11**	**17,26,549**	**-**	**17,26,549**	**0.11**
	GRAND TOTAL	**1,46,25,58,271**	**1,77,38,183**	**1,48,02,96,454**	**100.00**	**1,53,39,32,825**	**1,77,38,183**	**1,55,16,71,008**	**100.00**	**1,54,67,94,903**	**1,77,38,183**	**1,56,45,33,086**	**100.00**

**** As on BENPOS date 12th June, 2026***