



LLOYDS METALS AND ENERGY LIMITED

Regd. Office and Works : Plot No. A1 & A2, MIDC Industrial Area, Ghugus 442 505, District Chandrapur (MS), Tel : 07172-285398, 07172-285103
Corporate Office : A2, 2nd Floor Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Tel : +91-22-62918111
www.lloyds.in | CIN: L40300MH1977PLC019594 | investor@lloyds.in

Date: 06th July, 2023

To,

BSE Limited

Corporate Services Department

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai – 400001

BSE Scrip Code: 512455

National Stock Exchange of India Limited

Corporate Communications Department

Exchange Plaza, Bandra Kurla Complex,

Bandra (East), Mumbai - 400051

NSE Symbol: LLOYDSME

Sub: Notice of an Extra Ordinary General Meeting of Lloyds Metals and Energy Limited

Dear Sir/Madam,

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of an Extra Ordinary General Meeting (“EGM”) of the Company to be convened through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08th April, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020, MCA General circular No. 20/2020 dated 05th May, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021, MCA General Circular No. 02/2022 dated 05th May, 2022 and MCA General Circular No. 11/2022, SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021 and SEBI Circular dated 13th May, 2022 and SEBI Circular dated 05th January, 2023.

The schedule of the Extra Ordinary General Meeting is set out below:

Event	Date	Time
Record date / Cut-off date to vote on Extra Ordinary General Meeting resolutions	22 nd July, 2024	-
Book Closure		
From	23 rd July, 2024	-
To	29 th July, 2023 (both days inclusive)	
Commencement of e-voting	26 th July, 2024	09:00 a.m. (IST)
End of e-voting	28 th July, 2024	05:00 p.m. (IST)
Extra Ordinary General Meeting	29 th July, 2024	11:30 a.m. (IST)



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You are requested to kindly take a note of the same.

Thanking you,
Yours faithfully,
For Lloyds Metals and Energy Limited

Trushali Shah
Company Secretary



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NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (“EGM”) of the Members of the Lloyds Metals and Energy Limited will be held on **Monday, 29th July, 2024 at 11:30 a.m.** via Video Conferencing (“VC”) / or Other Audio-Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS:

- 1. Issuance by way of Preferential Allotment of 4,00,00,000 Convertible Warrants to Promoters and Other Investors being Non-Promoters, on Preferential Allotment Basis.**

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

“RESOLVED THAT in accordance with the provisions of Section 42, 62 and all 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(s) and re-enactment(s) thereof for the time being in force), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations, 2018”), as amended thereto, 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 (“SEBI (LODR) Regulations, 2015”), the regulations/ guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (“Concerned Authorities”) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which 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 be and are hereby accorded to create, offer, issue and allot by way of Preferential Allotment of 4,00,00,000 (Four Crores Only) Convertible Warrants of Face value of Re. 1/- (Rupee One only) each at a premium of Rs. 739/- (Rupees Seven Hundred and Thirty Nine only) each aggregating to Rs. 2,960 Crores (Rupees Two Thousand Nine Hundred and Sixty Crores only) to Promoters and Other Investors being Non-Promoters of the Company, on preferential allotment basis 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:

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Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
1.	Lloyds Enterprises Limited	Promoter	75,00,002	a. Ravi Agarwal b. Renu Gupta c. Abha Gupta
2.	Sky United LLP	Promoter	74,99,998	a. Balasubramanian Prabhakaran b. Balasubramanian Karthikeyan c. Prabhakaran Sooryanarayanan
3.	Sunflag Iron & Steel Company Limited	Non-Promoter	27,00,000	a. Pranav Ravi Bhardwaj b. Veena Bhardwaj c. Suhrit Ravi Bhushan d. Ravi Bhardwaj e. Vijay Bhardwaj f. Udayan Bhardwaj
4.	Goodday Enterprises LLP	Non-Promoter	27,00,000	a. Harsh Jain b. Sushma Jain
5.	Om Hari Mahabir Prasad Halan	Non-Promoter	21,00,000	N.A.
6.	TIMF Holdings	Non-Promoter	20,00,000	Shashin Shah
7.	Sheenplex Industries	Non-Promoter	15,00,000	i. Gajanand Mundhra ii. Poonam Mundhra iii. Akhil Mundra
8.	Choesion MK Best Ideas Sub - Trust	Non-Promoter	12,00,000	N.A.
9.	Neha Bagaria	Non-Promoter	10,00,000	N.A.
10.	Chartered Finance & Leasing Limited	Non-Promoter	8,00,000	a. Sanjay Kothari b. Meenakshi Kothari c. Madhusudan Kela d. Madhuri Kela
11.	Alpana Dangi	Non-Promoter	6,00,000	N.A.
12.	C Kandasamy	Non-Promoter	6,00,000	N.A.
13.	MGN Agro Properties Private Limited	Non-Promoter	5,00,000	a. Balkrishan Gopiram Goenka b. Dipali B. Goenka
14.	Value Plus Commodities LLP	Non-Promoter	5,00,000	a. Jyoti Daga b. Kiran Toshniwal
15.	Yash Shares and Stock Private Limited	Non-Promoter	5,00,000	a. Deepali Kishor Bhandari
16.	Kritagyata Trust	Non-Promoter	5,00,000	N.A.
17.	Manorama Advisors LLP	Non-Promoter	5,00,000	a. Gaurang Gandhi b. Hemang Gandhi c. Ketan Gandhi

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18.	Amit Dangi HUF	Non-Promoter	4,00,000	Amit Dangi (Karta)
19.	K&K Ventures	Non-Promoter	4,00,000	a. Kavish Vaibhav Shah b. Krishang Vaibhav Shah
20.	Shailesh Shivkumar Dalmia	Non-Promoter	4,00,000	N.A.
21.	Silver Stallion Limited	Non-Promoter	3,42,000	a. Amul Mahendra Shah b. Bharti Amul Shah
22.	Naveen Chandra Lal	Non-Promoter	3,35,000	N.A.
23.	Madanlal Daga	Non-Promoter	3,06,600	N.A.
24.	Shah Kinnari	Non-Promoter	3,00,000	N.A.
25.	Shah Bela	Non-Promoter	3,00,000	N.A.
26.	Premlata Balkrishna Harlalka	Non-Promoter	3,00,000	N.A.
27.	Keystar Infotech Private Limited	Non-Promoter	3,00,000	a. Rahul Naredi b. Shikha Naredi c. Ankita Naredi
28.	Indu Bala Jain	Non-Promoter	3,00,000	N.A.
29.	Ashibhadarsh Ventures Private Limited	Non-Promoter	2,50,000	a. Bhavin Vinod Parekh b. Ashita Bhavin Parekh
30.	Shakti Ahuja	Non-Promoter	2,50,000	N.A.
31.	Anmol Rashesh Bhansali	Non-Promoter	2,25,000	N.A.
32.	Shuchi Advisors LLP	Non-Promoter	2,00,000	a. Gaurang Gandhi b. Hemang Gandhi c. Ketan Gandhi
33.	Vasanthakumar Balasubramaniam	Non-Promoter	2,00,000	N.A.
34.	Transtek Coal & Minerals Private Limited	Non-Promoter	2,00,000	i. Anand Poddar ii. Amrita Kedia
35.	Accent Agencies Private Limited	Non-Promoter	2,00,000	Neha Bhartia
36.	Capri Global Holdings Private Limited	Non-Promoter	2,00,000	Rajesh Sharma
37.	Shubham Maheshwari	Non-Promoter	1,75,000	N.A.
38.	Vahini Mahendiran	Non-Promoter	1,70,000	N.A.
39.	Amrita Kedia	Non-Promoter	1,50,000	N.A.
40.	Anand Poddar	Non-Promoter	1,50,000	N.A.

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41.	Sunita Sushil Kumar Dangi	Non-Promoter	1,00,000	N.A.
42.	Arun Shriniwas Goel	Non-Promoter	1,00,000	N.A.
43.	Pramit Shashikant Jhaveri	Non-Promoter	1,00,000	N.A.
44.	Senthilnathan Ramachandran	Non-Promoter	1,00,000	N.A.
45.	Vummidi Enterprises LLP	Non-Promoter	1,00,000	Ananth Vummidi
46.	Ranjit Girish Manjarekar	Non-Promoter	1,00,000	N.A.
47.	V Kamala	Non-Promoter	75,000	N.A.
48.	Ravindranath N K	Non-Promoter	75,000	N.A.
49.	Venkidusamy Sakthivel	Non-Promoter	70,000	N.A.
50.	Kalpana Sathishkumaran	Non-Promoter	65,000	N.A.
51.	Hemankur Upadhyaya	Non-Promoter	60,000	N.A.
52.	Dipco Estates Private Limited	Non-Promoter	50,000	i. Abhishek Karnani
53.	K M Dhivya Prabha	Non-Promoter	50,000	N.A.
54.	Vasantha Sannapureddy	Non-Promoter	27,000	N.A.
55.	Anurag Sannapureddy	Non-Promoter	27,000	N.A.
56.	Vidhya Shree C	Non-Promoter	25,000	N.A.
57.	C Vaasudevaan	Non-Promoter	25,000	N.A.
58.	M Indira	Non-Promoter	20,000	N.A.
59.	Shree Balaji Com LLP	Non-Promoter	15,000	a. Milind Keshav Narvekar b. Meera Milind Narvekar
60.	R Balaji	Non-Promoter	10,500	N.A.
61.	Gowri	Non-Promoter	10,000	N.A.
62.	Rajeshwari Subramanian	Non-Promoter	10,000	N.A.
63.	Palanivel Rajan	Non-Promoter	7,000	N.A.
64.	K K K Vishal Kailash	Non-Promoter	6,700	N.A.
65.	S. Prabhu	Non-Promoter	5,000	N.A.



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66.	Arunadevi Murugesan	Non-Promoter	5,000	N.A.
67.	Chellamuthu Nallasamy	Non-Promoter	3,000	N.A.
68.	Mitun Lakshminarayanan	Non-Promoter	2,700	N.A.
69.	Nanjundan Pramyia	Non-Promoter	2,500	N.A.
	Total		4,00,00,000	

RESOLVED FURTHER THAT:

- The relevant date for the purpose of pricing of issue of the convertible warrants in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 28th June, 2024 to consider the proposed preferential issue and the conversion price for the conversion of warrants into Equity Shares is the said Relevant date i.e. 28th June, 2024 as per SEBI (ICDR) Regulations, 2018.
- The Convertible warrants as may be offered, issued and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- The Equity Shares to be allotted on exercise of the convertible warrants in terms of this resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company, including dividend.
- Subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, 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 aforesaid convertible warrants allotted on preferential basis and the Equity Shares to be issued and allotted pursuant to the exercise of the warrants shall be locked in for such periods as prescribed in Regulation 167 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of allotment into one fully paid-up Equity Share of Re.1/- each at the price determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and a sum equivalent to 35% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 65% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT, in the event the warrant holder(s) do not exercise warrants within the warrant exercise period, the warrants shall lapse and the amount paid shall stand forfeited by the Company.

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

RESOLVED FURTHER THAT, in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in



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which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the convertible warrants 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 the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) 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 any issue or allotment of convertible warrants of the Company, 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 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 convertible warrants of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT Mr. Rajesh Gupta, Managing Director of the Company and / or Ms. Trushali Shah, Company Secretary of the Company and / or Mr. Riyaz Shaikh, Chief Financial Officer of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

2. Approval for Material Related Party Transaction(s) with Thriveni Earthmovers Private Limited (“TEMPL”):

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into contracts/arrangements/transactions relating to order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out Mine Developer and Operator (“MDO”) services of the Company; transfer of mining rights; transfer of Composite License (“LOI”) in respect of any metals and / or minerals including but not limited to iron ore, coal; trading of assets and such other allied activities and services in connection thereto to and related activities with Thriveni Earthmovers Private Limited (“TEMPL”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations’), subject to the condition that the total value of all contracts / arrangements / transactions with TEMPL shall not exceed Rs. 3,500 Crores/- (Rupees Three Thousand Five Hundred Crores only) on an annual basis for any given financial year and such contracts / arrangements / transactions shall be at arms’ length basis and in ordinary course of business.



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RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and or Chief Financial Officer of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, any Director and / or Chief Financial Officer of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit”.

3. Approval for material Related Party Transaction(s) with Lloyds Engineering Works Limited (“LEWL”) (formerly known as Lloyds Steels Industries Limited (“LSIL”)):

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as may be amended from time to time) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee, approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into transactions relating to sale, purchase, supply and service transactions (as may be amended from time to time) with Lloyds Engineering Works Limited (“LEWL”) (formerly known as Lloyds Steels Industries Limited (“LSIL”)), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, subject to the condition that the aggregate total value of all transactions with LEWL shall not exceed Rs. 2,000 Crores /- (Rupees Two Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, any Director and / or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit”.



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4. Approval for material Related Party Transaction(s) with Mandovi River Pellets Private Limited (“MRPPL”):

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as may be amended from time to time) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee, approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into transactions relating to sale and purchase of iron ore, iron ore pellets and other products of the Company; other trading activities and such other ancillary and incidental activities thereto with Mandovi River Pellets Private Limited, (“MRPPL”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 subject to the condition that the total value of all contracts / arrangements / transactions with MRPPL shall not exceed Rs. 3,000 crores /- (Rupees Three Thousand Crores only) for any given financial year on an annual basis and such contracts / arrangements / transactions shall be at arms’ length basis and in ordinary course of business.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and/or Chief Financial Officer of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, any Director and / or Chief Financial Officer of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit”.

5. Approval for material Related Party Transaction(s) with Lloyds Infrastructure and Construction Limited (“LICL”):

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, recommendation of the Audit Committee of the Company, approval of the Board of Directors, cosent of the Members of the Company be and is hereby accorded to enter into contracts / arrangements / transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment’s, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be



LLOYDS METALS AND ENERGY LIMITED

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Corporate Office : A2, 2nd Floor Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Tel : +91-22-62918111

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required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with Lloyds Infrastructure & Construction Limited (“LICL”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, subject to the condition that the total revised value of all contracts / arrangements / transactions with LICL shall not exceed Rs. 4,000 crores (Rupees Four Thousand Crores only) for any given financial year on an annual basis and such contracts / arrangements / transactions shall be at arms’ length basis and in an ordinary course of business.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and / or Key Managerial Personnel of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, any Director and / or Key Managerial Personnel of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit.”

6. Approval for material Related Party Transaction(s) with Sunflag Iron and Steel Company Limited (“Sunflag” / “SISCO”):

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

“RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and the Company’s policy on Related Party Transactions (as may be amended from time to time) and pursuant to the recommendations of the Audit Committee and approval of the Members of the Board, consent of the Members of the Company be and is hereby accorded to enter into contracts / arrangements / transactions for transportation / sale of iron ore with Sunflag Iron and Steel Co Limited (“Sunflag”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(zb)(b)(ii) of SEBI LODR Regulations, subject to the condition that the total value of all contracts / arrangements / transactions with Sunflag shall not exceed Rs. 1,000 Crores (Rupees One Thousand Crores only) for any given financial year on an annual basis and such contracts / arrangements / transactions shall be not be at an arms’ length basis and in ordinary course of business as they are in accordance with the Ore Purchase Agreement (“OPA”) dated 02nd May, 2022 that has been signed pursuant to the Arbitration Award dated 22nd April, 2022 and an Additional/ Supplementary Arbitration Award dated 28th April, 2022.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and or Chief Financial Officer of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, any Director and/or Chief Financial Officer of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle,



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from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit”.



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NOTES:

1. An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act (“**Explanatory Statements**”), pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice of Extra-Ordinary General Meeting (“EGM”).
2. An Extra Ordinary General Meeting of the Company will be held on Monday, 29th July, 2024 at 11.30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08th April, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020, MCA General circular No. 20/2020 dated 05th May, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021, MCA General Circular No. 02/2022 dated 05th May, 2022, MCA General Circular No. 11/2022 dated 28th December, 2022 and MCA General Circular No. 09/2023 dated 25th September, 2023 and SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021, SEBI Circular dated 13th May, 2022, SEBI Circular dated 05th January, 2023.
3. Pursuant to the General Circular No. 14/2020 dated 08th April, 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. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC / OAVM are requested to send to the Company on its email Id investor@lloyds.in, a certified copy of the Board Resolution authorising their representative to attend the Meeting and vote on their behalf through e-voting.
5. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 02/2022 dated 05th May, 2022, MCA General Circular No. 11/2022 dated 28th December, 2023 and MCA General Circular No. 09/2023 dated 25th September, 2023 physical attendance of the Members is not required. Hence, Members have to attend and participate at the ensuing EGM though VC/OAVM.
6. As per the MCA Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email id’s are registered with the Registrar and Share Transfer Agent of the Company / Depository participant.
7. Those Shareholders whose email IDs are not registered can get their e-mail ID’s 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.
8. 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. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice under note no. 23.



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9. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as “the Act”).
10. As the Extra Ordinary General Meeting of the Company is held through VC / OAVM, we therefore request the members to submit questions in advance relating to the business specified in this notice of EGM on the email-id investor@lloyds.in
11. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd July, 2024 to Monday, 29th July, 2024 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
12. Members desirous of obtaining any information as regards to the agenda items are requested to send an email to investor@lloyds.in, on or before Monday, 22nd July, 2024 by 05:00 p.m. (IST) to enable the Management to keep full information ready on the date of EGM.
13. All documents relevant referred to in the Notice of EGM and explanatory statement will also be available electronically for inspection without any fee by the Members from the date of circulation of this notice up to the date of EGM. Members seeking to inspect such documents can send an e-mail to investor@lloyds.in
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.
15. Members of the Company holding shares either in physical form or in de-materialised forms as on BENPOS date i.e., Friday, 28th June, 2024 will receive the notice of this Extra Ordinary General Meeting through electronic mode.
16. The Board of Directors have appointed Mr. K.C. Nevatia of M/s. K. C. Nevatia & Associates, Practising Company Secretary (Membership No.: F3963), as the Scrutinizer to scrutinise the remote e-voting process as well as e-voting during the EGM in a fair and transparent manner.
17. Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.
18. The process to be followed for registration/ updation of addresses and / or e-mail address by Members holding shares in physical mode, by following the procedure at the link attached: <https://www.lloyds.in/investor-contact/>
19. 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.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended from time to time), and the Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the EGM will be provided by NSDL.



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21. In line with the Ministry of Corporate Affairs (“MCA”) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.lloyds.in. The notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively and the EGM notice is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e., www.evoting.nsdl.com.

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website www.lloyds.in

23. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING AND JOINING THE EGM ARE AS UNDER:

The Instructions for Members for Remote E-Voting are as under: -

i. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Friday, 26th July, 2024 (9:00 a.m. IST)
End of remote e-voting	Sunday, 28th July, 2024 (5:00 p.m. IST)

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., Monday, 22nd July, 2024, 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 Monday, 22nd July, 2024.

ii. Members participating at the EGM, who have not already cast their vote on the resolution(s) by remote e-voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-voting prior to the EGM will also be eligible to participate at the EGM through VC / OAVM but, shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the EGM. The remote e-voting module on the day of the EGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

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 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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 use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.co.in 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.



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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kcnevatia@yahoo.com with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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 investor@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 investor@lloyds.in. If you are an Individual shareholders 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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Corporate Office : A2, 2nd Floor Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Tel : +91-22-62918111

www.lloyds.in | CIN: L40300MH1977PLC019594 | investor@lloyds.in

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 investor@lloyds.in The same will be replied by the Company suitably.
6. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request by Monday, 22nd July, 2024 (up till 05:00 p.m. IST) from their registered e-mail Id's mentioning their name, DP ID and client Id / folio number, PAN, mobile number on investor@lloyds.in as registered in the records of the Company. Those Members who have registered themselves as a speaker will only 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.



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OTHER INSTRUCTIONS:

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.lloyds.in and on the website of NSDL www.evoting.nsd.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company vide resolution dated 04th July, 2024 has appointed Mr. K.C. Nevatia of M/s. K. C. Nevatia & Associates, Practising Company Secretary (Membership No.: F3963) as the scrutinizer ("Scrutinizer") for conducting the Extra-Ordinary General Meeting through remote e-voting process in a fair and transparent manner.

The Company has availed electronic voting platform of National Securities Depository Limited ("NSDL"), for facilitating of remote e-voting. The remote e-voting period commences at 09:00 a.m. (IST) on Friday, 26th July, 2024 and will end at 05:00 p.m. (IST) on Sunday, 28th July, 2024, when the remote e-voting will be blocked and voting shall not be allowed beyond the said time. Upon completion of the process, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman / Board. The results of the Postal Ballot would be announced pursuant of the timelines within Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The declared results, along with the Scrutinizer's report, will be available forthwith on the Company's website www.lloyds.in and will also be forwarded to the Stock Exchanges where the Company's shares are listed. NSDL, which has been engaged by the Company for facilitating e-voting, will also display the results on its website www.evoting.nsd.com

**By the order of the Board
For Lloyds Metals and Energy Limited**

**Sd/-
Trushali Shah
Company Secretary
ACS: 61489
Date: 04th July, 2024
Place: Mumbai**



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EXPLANATORY 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 and Ordinary Business mentioned in the accompanying Notice:

Item No. 01:

The Board of the Directors of the Company at its meeting held on 04th July, 2024 has given their consent subject to approval of shareholders of the Company by way of Special Resolution to the issue and allotment of 4,00,00,000 Convertible Warrants of face value of Re. 1/- (Rupee One only) each at a premium of Rs. 739/- each aggregating to Rs. 2960 Crores to Promoters and Other Investors being Non-Promoters, on preferential allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, 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 Companies Act 2013 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 the Proposed Allottees for Preferential Allotment of Convertible Warrants:

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
1.	Lloyds Enterprises Limited	Promoter	75,00,002	a. Ravi Agarwal b. Renu Gupta c. Abha Gupta
2.	Sky United LLP	Promoter	74,99,998	a. Balasubramanian Prabhakaran b. Balasubramanian Karthikeyan c. Prabhakaran Sooryanarayanan
3.	Sunflag Iron & Steel Company Limited	Non-Promoter	27,00,000	a. Pranav Ravi Bhardwaj b. Veena Bhardwaj c. Suhrit Ravi Bhushan d. Ravi Bhardwaj e. Vijay Bhardwaj f. Udayan Bhardwaj
4.	Gooday Enterprises LLP	Non-Promoter	27,00,000	a. Harsh Jain b. Sushma Jain

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5.	Om Hari Mahabir Prasad Halan	Non-Promoter	21,00,000	N.A.
6.	TIMF Holdings	Non-Promoter	20,00,000	Shashin Shah
7.	Sheenplex Industries	Non-Promoter	15,00,000	i. Gajanand Mundhra ii. Poonam Mundhra iii. Akhil Mundra
8.	Choesion MK Best Ideas Sub - Trust	Non-Promoter	12,00,000	N.A.
9.	Neha Bagaria	Non-Promoter	10,00,000	N.A.
10.	Chartered Finance & Leasing Limited	Non-Promoter	8,00,000	a. Sanjay Kothari b. Meenakshi Kothari c. Madhusudan Kela d. Madhur Kela
11.	Alpana Dangi	Non-Promoter	6,00,000	N.A.
12.	C Kandasamy	Non-Promoter	6,00,000	N.A.
13.	MGN Agro Properties Private Limited	Non-Promoter	5,00,000	a. Balkrishan Gopiram Goenka b. Dipali B. Goenka
14.	Value Plus Commodities LLP	Non-Promoter	5,00,000	a. Jyoti Daga b. Kiran Toshniwal
15.	Yash Shares and Stock Private Limited	Non-Promoter	5,00,000	a. Deepali Kishor Bhandari
16.	Kritagyata Trust	Non-Promoter	5,00,000	N.A.
17.	Manorama Advisors LLP	Non-Promoter	5,00,000	a. Gaurang Gandhi b. Hemang Gandhi c. Ketan Gandhi
18.	Amit Dangi HUF	Non-Promoter	4,00,000	Amit Dangi (Karta)
19.	K&K Ventures	Non-Promoter	4,00,000	a. Kavish Vaibhav Shah b. Krishang Vaibhav Shah
20.	Shailesh Shivkumar Dalmia	Non-Promoter	4,00,000	N.A.
21.	Silver Stallion Limited	Non-Promoter	3,42,000	a. Amul Mahendra Shah b. Bharti Amul Shah
22.	Naveen Chandra Lal	Non-Promoter	3,35,000	N.A.
23.	Madanlal Daga	Non-Promoter	3,06,600	N.A.
24.	Shah Kinnari	Non-Promoter	3,00,000	N.A.
25.	Shah Bela	Non-Promoter	3,00,000	N.A.
26.	Premlata Balkrishna Harlalka	Non-Promoter	3,00,000	N.A.
27.	Keystar Infotech Private Limited	Non-Promoter	3,00,000	a. Rahul Naredi b. Shikha Naredi

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				c. Ankita Naredi
28.	Indu Bala Jain	Non-Promoter	3,00,000	N.A.
29.	Ashibhadarsh Ventures Private Limited	Non-Promoter	2,50,000	a. Bhavin Vinod Parekh b. Ashita Bhavin Parekh
30.	Shakti Ahuja	Non-Promoter	2,50,000	N.A.
31.	Anmol Rashesh Bhansali	Non-Promoter	2,25,000	N.A.
32.	Shuchi Advisors LLP	Non-Promoter	2,00,000	a. Gaurang Gandhi b. Hemang Gandhi c. Ketan Gandhi
33.	Vasanthakumar Balasubramaniam	Non-Promoter	2,00,000	N.A.
34.	Transtek Coal & Minerals Private Limited	Non-Promoter	2,00,000	i. Anand Poddar ii. Amrita Kedia
35.	Accent Agencies Private Limited	Non-Promoter	2,00,000	Neha Bhartia
36.	Capri Global Holdings Private Limited	Non-Promoter	2,00,000	Rajesh Sharma
37.	Shubham Maheshwari	Non-Promoter	1,75,000	N.A.
38.	Vahini Mahendiran	Non-Promoter	1,70,000	N.A.
39.	Amrita Kedia	Non-Promoter	1,50,000	N.A.
40.	Anand Poddar	Non-Promoter	1,50,000	N.A.
41.	Sunita Sushil Kumar Dangi	Non-Promoter	1,00,000	N.A.
42.	Arun Shriniwas Goel	Non-Promoter	1,00,000	N.A.
43.	Pramit Shashikant Jhaveri	Non-Promoter	1,00,000	N.A.
44.	Senthilnathan Ramachandran	Non-Promoter	1,00,000	N.A.
45.	Vummidi Enterprises LLP	Non-Promoter	1,00,000	Ananth Vummidi
46.	Ranjit Girish Manjarekar	Non-Promoter	1,00,000	N.A.
47.	V Kamala	Non-Promoter	75,000	N.A.
48.	Ravindranath N K	Non-Promoter	75,000	N.A.
49.	Venkidusamy Sakthivel	Non-Promoter	70,000	N.A.
50.	Kalpana Sathishkumaran	Non-Promoter	65,000	N.A.
51.	Hemankur Upadhyaya	Non-Promoter	60,000	N.A.

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52.	Dipco Estates Private Limited	Non-Promoter	50,000	i. Abhishek Karnani
53.	K M Dhivya Prabha	Non-Promoter	50,000	N.A.
54.	Vasantha Sannapureddy	Non-Promoter	27,000	N.A.
55.	Anurag Sannapureddy	Non-Promoter	27,000	N.A.
56.	Vidhya Shree C	Non-Promoter	25,000	N.A.
57.	C Vaasudevaan	Non-Promoter	25,000	N.A.
58.	M Indira	Non-Promoter	20,000	N.A.
59.	Shree Balaji Com LLP	Non-Promoter	15,000	a. Milind Keshav Narvekar b. Meera Milind Narvekar
60.	R Balaji	Non-Promoter	10,500	N.A.
61.	Gowri	Non-Promoter	10,000	N.A.
62.	Rajeshwari Subramanian	Non-Promoter	10,000	N.A.
63.	Palanivel Rajan	Non-Promoter	7,000	N.A.
64.	K K K Vishal Kailash	Non-Promoter	6,700	N.A.
65.	S. Prabhu	Non-Promoter	5,000	N.A.
66.	Arunadevi Murugesan	Non-Promoter	5,000	N.A.
67.	Chellamuthu Nallasamy	Non-Promoter	3,000	N.A.
68.	Mitun Lakshminarayanan	Non-Promoter	2,700	N.A.
69.	Nanjundan Pramya	Non-Promoter	2,500	N.A.
Total			4,00,00,000	

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2. Object/s of the issue:

The Company intends to utilize the proceeds raised through the proposed Preferential Issue of 4,00,00,000 Convertible Warrants ("Issue Proceeds") towards following objects:

1. Funding of capital expenditure for expansion of DRI Plant and power plant at Ghugus, Chandrapur.

(Amt in Rs. Crores)

Project Name	Project Cost Approved by the Board	Expenses Incurred till 18 th June, 2024	Balance to be paid
DRI Plant	590	259	331
Power Plant	575	46	529
Total	1,165	305	860

2. Funding of capital expenditure for expansion of pellet capacity by setting-up an additional 1 X 4 MTPA Pellet Plant at Konsari, Ghadchiroli

Pellet Plant, Konsari, Gadhchiroli

(Amt in Rs. Crores)

Project Name	Project Cost Approved by the Board	Expenses Incurred till 18 th June, 2024	Balance to be paid
Pellet Plant (1x4 MTPA)	2,095	-	2,095
Total	2,095	-	2,095

The above-mentioned capital expenditure for both the projects are proposed to be funded as mentioned below:

(Amt in Rs. Crores)

Project Name	Project Cost Approved by the Board	Expenses Incurred till 18 th June 2024	Balance to be paid
DRI Plant	590	259	331
Power Plant	575	46	529
Pellet Plant (1x4 MTPA)	2,095	-	2,095
Total	3,260	305	2,955
Means of Finance			
Internal Accruals	-	-	735
Issue Proceeds	-	-	2,220
Total			2,955

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3. General corporate purposes.

Proceeds will be utilized for General corporate purposes not exceeding 25% of the Gross Proceeds.

Particulars	Total Estimated Costs	Tentative Timeline
General Corporate Purpose	The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds i.e. amounting to Rs. 735 Crores	From F.Y. 2024-25 till the F.Y. 2026-27

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(Amt in Rs. Crores)

Sr. No	Particulars	Total Estimated Costs	Amount deployed as of 18 th June, 2024	Amount which will be financed from Internal Accruals	Amount which will be financed from proceeds	Proposed schedule for deployment of the Net Proceeds
1.	Funding of capital expenditure for expansion of DRI Plant and power plant at Ghugus, Chandrapur	1,165	305	83	777	F.Y. 2024-25
2.	Funding of capital expenditure for expansion of pellet capacity by setting-up an additional 1 X 4 MTPA Pellet Plant at Konsari, Ghadchiroli.	2,095	-	652	1,443	F.Y. 2025-26 & F.Y. 2026-27
3.	General corporate purposes ⁽¹⁾	-	-	-	735	From F.Y. 2024-25 till the F.Y. 2026-27
Total		3,260	305	735	2,955	-

(1)The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The fund requirements, the deployment of funds and the intended use of the proceeds as described herein are based on our current business plan, management estimates, current and valid quotations and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. Our historical capital expenditure may not be reflective of our future capital expenditure plans.



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In the event that the estimated utilization of the Net Proceeds and Issue related expenses in a scheduled fiscal year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal year or if required, the amount scheduled for deployment in a specific Fiscal may be utilized in an earlier Fiscal, as may be determined by our Company, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements.

Subject to compliance with applicable laws, in case of any variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed from internal accruals, additional equity and/or debt arrangements or by surplus funds available in respect of the other purposes for which funds are being raised in the Issue (except towards general corporate purposes).

Details of the Objects

1. Funding capital expenditure for increasing the capacity of our existing sponge iron manufacturing plant and power plant at Ghugus, Chandrapur.

Our Company operates a sponge iron manufacturing plant with an installed capacity of 0.27 MTPA at Ghugus, Chandrapur. In accordance with our business strategies and growth plans, we propose to increase the sponge iron manufacturing capacity by an additional 0.36 MTPA, which will include setting up of two rotary kilns of 500 TPD each producing 180,000 TPA of Sponge Iron, totalling to 360,000 TPA along with related accessories including waste heat power generating units and related facilities.

W.r.t. the forward integration plans of the Management, the Company plans to set-up an additional DRI capacity which will utilize more than 1 Million Tonnes Pellets. The Promoters of the Company are well conversant with the DRI manufacturing technologies

Our Board of Directors at their meeting held on 25th April 2023 and 23rd October, 2023 have approved a capital expenditure of Rs. 1,165 Crore for the proposed expansion at the Ghugus manufacturing plant.

The land on which we will be undertaking the capacity expansion of our existing sponge iron manufacturing plant at Ghugus, Chandrapur situated at A 1-2, MIDC Area Ghugus, Chandrapur – 442505, Maharashtra, India which has been leased by our Company for a period of 95 years from MIDC, beginning from 1994.

2. Funding of capital expenditure for setting-up of 1 X 4 MTPA Pellet Plant at Konsari, Gadchiroli.

The Company is setting up a 1 X 4 Million Tonnes per annum pellet plant at its Konsari Plant location. This is in line with the forward integration of the iron ore fines mined from the Surjagarh Iron Ore Mine ("SIOM") of the Company to manufacturing of Pellets. The company intends to expand the its pellet capacity by further setting up of a 1 X 4 Million Tonnes per annum pellet plant at its Konsari Plant location. The annual requirement of the entire 8 Million Tonnes per annum Pelletization plant will require Iron Ore fines which will supplied by slurry pipeline from the Surjagarh Iron Ore Mines of the Company.

The CAPEX entailed for the erection of the 2nd 4 Million tonnes per annum Pellet Plant at Konsari is Rs. 2,095 Crores.

The Board of Directors of the Company have approved the expansion plan in their Meeting held on 08th December, 2023.



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Means of finance

The total estimated cost for capacity expansion at the Ghugus and Konsari is manufacturing plant is Rs. 3,260 crore. We intend to fund the estimated cost for the proposed expansion as follows:

Particulars	(Amt in Rs. Crores)
Total estimated cost for capacity expansion and forward integration (A)	3,260
(less) Amount deployed by the Company as of 18 th June, 2024 (B)	305
Balance amount to be incurred (C) = (A-B)	2,955
Amount to be funded from Proceeds	2,220
Balance through Internal Accruals	735

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

The resolution set out in the accompanying notice authorizes the Board to issue 4,00,00,000 Convertible Warrants of Re. 1/- (Rupee One Only) each at a price of Rs. 740/-(Rupees Seven Hundred and Forty Only) each (including premium of Rs. 739/- each) on preferential basis for cash consideration.

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

A] The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "Stock Exchanges"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 on NSE. NSE being the Stock Exchange with higher trading volumes for the said period, 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:

- Rs. 660.95/- 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
- Rs. 739.32/- 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 the above, the minimum price determined in accordance with Regulations 164 (1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 739.32/- each.

B] 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.

Hence, based on the above, the Board of the Directors of the Company has decided that Equity Shares to be issued pursuant to conversion of warrants on preferential basis shall be at a price of Rs. 740/- each (Face Value Re. 1/- each + Premium Rs. 739/- each).

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 Convertible Warrants and Equity Shares to be issued on conversion of warrants with reference to the proposed allotment is 28th June, 2024.



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(Please note that 29th June, 2024 (Saturday) being the date 30 days prior to 29th July, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 28th June, 2024 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.)

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

The proposed preferential allotment of Convertible Warrants are made to Individuals, Bodies Corporates, Limited Liability Partnership (LLP), Proprietary Firm, Partnership Firm, Trusts etc. belonging to Promoters and Non-Promoters category.

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

The Promoters of the Company have conveyed to the Company in writing of their respective intention to subscribe to the offer being proposed under special resolution under Item No. 01 of the Notice for shareholders' approval at this meeting.

8. Change in control if any in the company that would occur consequent to the preferential offer;:

The proposed preferential allotment of Convertible Warrants will not result in any change in the management and control of the Company.

9. Proposed 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 Convertible Warrants within a period of 15 days from the date of passing of the resolution by the shareholders in the Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange 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 the Preferential Issue would be as follows:

Sr. No.	Category	Pre-Preferential Issue*		Post Preferential Issue (Assuming conversion of 4,00,00,000 Warrants into Equity Shares)	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual	3,57,21,720	7.07	3,57,21,720	6.55
	Bodies corporate	29,61,98,554**	58.62	31,11,98,554	57.07
	Sub-total	33,19,20,274	65.69	34,69,20,274	63.63
2	<u>Foreign Promoters</u>	-	0.00	-	0.00
	Sub-total (A)	33,19,20,274	65.69	34,69,20,274	63.63
B	Non-promoters' holding				
	<u>Institutional investors</u>	59,64,176	1.18	79,64,176	1.46

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	Non-institution				
	Private corporate bodies & LLP	11,09,63,527	21.96	12,10,20,527	22.20
	Indian public & HUF	5,48,28,058	10.85	6,41,71,058	11.77
	(Others (including NRIs, Central Government, Escrow Account, Government Companies, Nationalized Banks, NBFCs, Non Nationalised Banks, etc))	14,51,518	0.29	50,51,518	0.93
	Sub-total (B)	17,32,07,279	34.28	19,82,07,279	36.35
C	Non Promoter & Non Public	1,25,982	0.02	1,25,982	0.02
	GRAND TOTAL	50,52,53,535	100.00	54,52,53,535	100.00
*As on 28th June, 2024					
**Sky United LLP belonging to Promoter category of the Company holds 6,59,54,638 Equity Shares of the Company as on 28th June, 2024 out of which 5,83,22,638 Equity Shares are pledged with Catalyst Trusteeship Limited as the debenture trustee (acting as debenture trustee for the subscribers who for the time being are Edelweiss Alternative Asset Advisors Limited and ESOF III Investment Fund.					

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	Category	Pre-Preferential Issue* No. of shares held	% of share holding	No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (Assuming conversion of 4,00,00,000 Convertible Warrants into Equity Shares) No. of shares held	% of share holding
1	Lloyds Enterprises Limited	i. Renu Gupta ii. Abha Gupta iii. Ravi Agarwal	Promoter	1,57,38,338	3.11	75,00,002	2,32,38,340	4.26
2	Sky United LLP**	i. Balasubramanian	Promoter	6,59,54,638	13.05	74,99,998	7,34,54,636	13.47

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		Prabhakaran ii. Balasubramanian Karthikeyan iii. Prabhakaran Sooryanarayanan						
3	Sunflag Iron & Steel Comapany Limited	i. Pranav Ravi Bharadwaj ii. Veena Bhardwaj iii. Suhrti Ravi Bhushan Bhardwaj iv. Ravi Bharadwaj v. Vijay Bhardwaj vi. Udayan Bhardwaj	Non-Promoter	6,00,00,000	11.88	27,00,000	6,27,00,000	11.50
4	Goodday Enterprises LLP	i. Harsh Jain ii. Sushma Jain	Non-Promoter	-	-	27,00,000	27,00,000	0.50
5	Om Hari Mahabir Prasad Halan	N.A.	Non-Promoter	42,00,000	0.83	21,00,000	63,00,000	1.16
6	TIMF Holdings	i. Shashin Shah	Non-Promoter	-	-	20,00,000	20,00,000	0.37
7	Sheenyplex Industries	i. Gajanand Mundhra ii. Poonam Mundhra iii. Akhil Mundra	Non-Promoter	-	-	15,00,000	15,00,000	0.28
8	Choesion MK Best Ideas Sub - Trust	N.A.	Non-Promoter	-	-	12,00,000	12,00,000	0.22
9	Neha Bagaria	N.A.	Non-Promoter	83,105	0.02	10,00,000	10,83,105	0.20
10	Chartered Finance & Leasing Limited	i. Sanjay Kothari ii. Meenakshi Kothari iii. Madhusudan Kela iv. Madhuri Kela	Non-Promoter	-	-	8,00,000	8,00,000	0.15
11	Alpana S. Dnagi	N.A.	Non-Promoter	-	-	6,00,000	6,00,000	0.11
12	C Kandasamy	N.A.	Non-Promoter	14,639	0.00	6,00,000	6,14,639	0.11

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13	MGN Agro Properties Private Limited	i. Balkrishan Gopiram Goenka ii. Dipali B. Goenka	Non-Promoter	-	-	5,00,000	5,00,000	0.09
14	Value Plus Commodities LLP	i. Jyoti Daga ii. Kiran Toshniwal	Non-Promoter	-	-	5,00,000	5,00,000	0.09
15	Yash Shares and Stock Private Limited	i. Deepali Kishor Bhandari	Non-Promoter	-	-	5,00,000	5,00,000	0.09
16	Kritagyata Trust	N.A.	Non-Promoter	-	-	5,00,000	5,00,000	0.09
17	Manorama Advisors LLP	i. Gaurang Gandhi ii. Hemang Gandhi iii. Ketan Gandhi	Non-Promoter	10	0.00	5,00,000	5,00,010	0.09
18	Amit Dangi HUF	N.A.	Non-Promoter	-	-	4,00,000	4,00,000	0.07
19	K&K Ventures	i. Kavish Vaibhav Shah ii. Krishang Vaibhav Shah	Non-Promoter	-	-	4,00,000	4,00,000	0.09
20	Shailesh Shivkumar Dalmia	N.A.	Non-Promoter	1,01,000	0.02	4,00,000	5,01,000	0.10
21	Silver Stallion Limited	i. Bharti Amul Shah ii. Amul Mahendra Shah	Non-Promoter	-	-	3,42,000	3,42,000	0.06
22	Naveen Chandra Lal	N.A.	Non-Promoter	-	-	3,35,000	3,35,000	0.06
23	Madanlal Daga	N.A.	Non-Promoter	-	-	3,06,600	3,06,600	0.06
24	Shah Kinnari	N.A.	Non-Promoter	-	-	3,00,000	3,00,000	0.06
25	Shah Bela	N.A.	Non-Promoter	-	-	3,00,000	3,00,000	0.06
26	Premlata Balkrishna Harlalka	N.A.	Non-Promoter	-	-	3,00,000	3,00,000	0.06
27	Keystar Infotech Private Limited	i. Rahul Naredi ii. Shikha Naredi iii. Ankita Naredi	Non-Promoter	-	-	3,00,000	3,00,000	0.06
28	Indu Bala Jain	N.A.	Non-Promoter	-	-	3,00,000	3,00,000	0.06
29	Ashibhadarsh Ventures	i. Bhavin Vinod Parekh	Non-Promoter	-	-	2,50,000	2,50,000	0.05

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	Private Limited	ii. Ashita Bhavin Parekh						
30	Shakti Ahuja	N.A.	Non-Promoter	-	-	2,50,000	2,50,000	0.05
31	Anmol Rashesh Bhansali	N.A.	Non-Promoter	-	-	2,25,000	2,25,000	0.04
32	Shuchi Advisors LLP	i. Gaurang Gandhi ii. Hemang Gandhi iii. Ketan Gandhi	Non-Promoter	10	0.00	2,00,000	2,00,010	0.04
33	Vasanthakumar Balasubramaniam	N.A.	Non-Promoter	-	-	2,00,000	2,00,000	0.04
34	Transtek Coal & Minerals Private Limited	i. Anand Poddar ii. Amrita Kedia	Non-Promoter	13,32,317	0.26	2,00,000	15,32,317	0.28
35	Accent Agencies Private Limited	i. Neha Bhartia	Non-Promoter	6,300	0.00	2,00,000	2,06,300	0.04
36	Capri Global Holdings Private Limited	i. Rajesh Sharma	Non-Promoter	-	-	2,00,000	2,00,000	0.04
37	Shubham Maheshwari	N.A.	Non-Promoter	19,300	0.00	1,75,000	1,94,300	0.04
38	Vahini Mahendiran	N.A.	Non-Promoter	-	-	1,70,000	1,70,000	0.03
39	Amrita Kedia	N.A.	Non-Promoter	9,04,541	0.18	1,50,000	10,54,541	0.19
40	Anand Poddar	N.A.	Non-Promoter	4,59,997	0.09	1,50,000	6,09,997	0.11
41	Sunita Sushil kumar Dangi	N.A.	Non-Promoter	-	-	1,00,000	1,00,000	0.02
42	Arun Shriniwas Goel	N.A.	Non-Promoter	-	-	1,00,000	1,00,000	0.02
43	Pramit Shashikant Jhaveri	N.A.	Non-Promoter	-	-	1,00,000	1,00,000	0.02
44	Senthilnathan Ramachandran	N.A.	Non-Promoter	-	-	1,00,000	1,00,000	0.02
45	Vummidi Enterprises LLP	i. Ananth Vummidi	Non-Promoter	-	-	1,00,000	1,00,000	0.02
46	Ranjit Girish Manajrekar	N.A.	Non-Promoter	8,939	0.00	1,00,000	1,08,939	0.02

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47	V Kamala	N.A.	Non-Promoter	-	-	75,000	75,000	0.01
48	Ravindranath N K	N.A.	Non-Promoter	-	-	75,000	75,000	0.01
49	Venkidusamy Sakhivel	N.A.	Non-Promoter	10,600	0.00	70,000	80,600	0.01
50	Kalpana Satishkumaran	N.A.	Non-Promoter	-	-	65,000	65,000	0.01
51	Hemankur Upadhyaya	N.A.	Non-Promoter	2,175	0.00	60,000	62,175	0.01
52	Dipco Estates Private Limited	i. Abhishek Karnani	Non-Promoter	-	-	50,000	50,000	0.01
53	K M Dhivya Prabha	N.A.	Non-Promoter	24,872	0.00	50,000	74,872	0.01
54	Vasantha Sannapureddy	N.A.	Non-Promoter	22,509	0.00	27,000	49,509	0.01
55	Anurag Sannapureddy	N.A.	Non-Promoter	-	-	27,000	27,000	0.00
56	Vidhya Shree C	N.A.	Non-Promoter	4,358	0.00	25,000	29,358	0.01
57	C Vaasudevaan	N.A.	Non-Promoter	-	-	25,000	25,000	0.00
58	M Indira	N.A.	Non-Promoter	100	0.00	20,000	20,100	0.00
59	Shree Balaji Com LLP	i. Milind Keshav Narvekar ii. Meera Milind Narvekar	Non-Promoter	-	-	15,000	15,000	0.00
60	R Balaji	N.A.	Non-Promoter	-	-	10,500	10,500	0.00
61	Gowri	N.A.	Non-Promoter	-	-	10,000	10,000	0.00
62	Rajeshwari Subramanian	N.A.	Non-Promoter	-	-	10,000	10,000	0.00
63	Palanivel Rajan	N.A.	Non-Promoter	-	-	7,000	7,000	0.00
64	K K K Vishal Kailash	N.A.	Non-Promoter	-	-	6,700	6,700	0.00
65	S Prabu	N.A.	Non-Promoter	-	-	5,000	5,000	0.00
66	Arunadevi Murugesan	N.A.	Non-Promoter	-	-	5,000	5,000	0.00
67	Chellamuthu Nallasamy	N.A.	Non-Promoter	-	-	3,000	3,000	0.00
68	Mithun Lakshminarayan	N.A.	Non-Promoter	607	0.00	2,700	3,307	0.00
69	Nanjundan Pramy	N.A.	Non-Promoter	-	-	2,500	2,500	0.00

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Assumptions:

- All Convertible Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
- The Convertible Warrants are held by the aforesaid allottees at the time of exercise of the option and
- The options are exercised by them in full.

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

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Lloyds Enterprises Limited	Promoter	Promoter
2.	Sky United LLP	Promoter	Promoter
3.	Sunflag Iron & Steel Company Limited	Non-Promoter	Non-Promoter
4.	Goodday Enterprises LLP	Non-Applicable	Non-Promoter
5.	Om Hari Mahabir Prasad Halan	Non-Promoter	Non-Promoter
6.	TIMF Holdings	Non-Applicable	Non-Promoter
7.	Sheenplex Industries	Non-Applicable	Non-Promoter
8.	Choesion MK Best Ideas Sub - Trust	Non-Applicable	Non-Promoter
9.	Neha Bagaria	Non-Promoter	Non-Promoter
10.	Chartered Finance & Leasing Limited	Non-Applicable	Non-Promoter
11.	Alpana Dangi	Non-Applicable	Non-Promoter
12.	C Kandasamy	Non-Promoter	Non-Promoter
13.	MGN Agro Properties Private Limited	Non-Applicable	Non-Promoter
14.	Value Plus Commodities LLP	Non-Applicable	Non-Promoter
15.	Yash Shares and Stock Private Limited	Non-Applicable	Non-Promoter
16.	Kritagyata Trust	Non-Applicable	Non-Promoter
17.	Manorama Advisors LLP	Non-Promoter	Non-Promoter
18.	Amit Dangi HUF	Non-Applicable	Non-Promoter
19.	K&K Ventures	Non-Promoter	Non-Promoter
20.	Shailesh Shivkumar Dalmia	Non-Applicable	Non-Promoter
21.	Silver Stallion Limited	Non-Applicable	Non-Promoter
22.	Naveen Chandra Lal	Non-Applicable	Non-Promoter
23.	Madanlal Daga	Non-Applicable	Non-Promoter
24.	Shah Kinnari	Non-Applicable	Non-Promoter
25.	Shah Bela	Non-Applicable	Non-Promoter
26.	Premlata Balkrishna Harlalka	Non-Applicable	Non-Promoter
27.	Keystar Infotech Private Limited	Non-Applicable	Non-Promoter
28.	Indu Bala Jain	Non-Applicable	Non-Promoter
29.	Ashibhadarsh Ventures Private Limited	Non-Applicable	Non-Promoter
30.	Shakti Ahuja	Non-Applicable	Non-Promoter
31.	Anmol Rashesh Bhansali	Non-Applicable	Non-Promoter

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32.	Shuchi Advisors LLP	Non-Promoter	Non-Promoter
33.	Vasanthakumar Balasubramaniam	Non-Applicable	Non-Promoter
34.	Transtek Coal & Minerals Private Limited	Non-Promoter	Non-Promoter
35.	Accent Agencies Private Limited	Non-Promoter	Non-Promoter
36.	Capri Global Holdings Private Limited	Non-Applicable	Non-Promoter
37.	Shubham Maheshwari	Non-Promoter	Non-Promoter
38.	Vahini Mahendiran	Non-Applicable	Non-Promoter
39.	Amrita Kedia	Non-Promoter	Non-Promoter
40.	Anand Poddar	Non-Promoter	Non-Promoter
41.	Sunita Sushil Kumar Dangi	Non-Applicable	Non-Promoter
42.	Arun Shriniwas Goel	Non-Applicable	Non-Promoter
43.	Pramit Shashikant Jhaveri	Non-Applicable	Non-Promoter
44.	Senthilnathan Ramachandran	Non-Applicable	Non-Promoter
45.	Vummidi Enterprises LLP	Non-Applicable	Non-Promoter
46.	Ranjit Girish Manjarekar	Non-Promoter	Non-Promoter
47.	V Kamala	Non-Applicable	Non-Promoter
48.	Ravindranath N K	Non-Applicable	Non-Promoter
49.	Venkidusamy Sakthivel	Non-Promoter	Non-Promoter
50.	Kalpna Sathishkumaran	Non-Applicable	Non-Promoter
51.	Hemankur Upadhyaya	Non-Promoter	Non-Promoter
52.	Dipco Estates Private Limited	Non-Applicable	Non-Promoter
53.	K M Dhivya Prabha	Non-Promoter	Non-Promoter
54.	Vasantha Sannapureddy	Non-Promoter	Non-Promoter
55.	Anurag Sannapureddy	Non-Applicable	Non-Promoter
56.	Vidhya Shree C	Non-Promoter	Non-Promoter
57.	C Vaasudevaan	Non-Applicable	Non-Promoter
58.	M Indira	Non-Promoter	Non-Promoter
59.	Shree Balaji Com LLP	Non-Applicable	Non-Promoter
60.	R Balaji	Non-Applicable	Non-Promoter
61.	Gowri	Non-Applicable	Non-Promoter
62.	Rajeshwari Subramanian	Non-Applicable	Non-Promoter
63.	Palanivel Rajan	Non-Applicable	Non-Promoter
64.	K K K Vishal Kailash	Non-Applicable	Non-Promoter
65.	S. Prabhu	Non-Applicable	Non-Promoter
66.	Arunadevi Murugesan	Non-Applicable	Non-Promoter
67.	Chellamuthu Nallasamy	Non-Applicable	Non-Promoter
68.	Mitun Lakshminarayanan	Non-Promoter	Non-Promoter
69.	Nanjundan Pramy	Non-Applicable	Non-Promoter

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 01st April, 2024 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants/ Convertible Securities as per Chapter V of SEBI ICDR Regulations, 2018.



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

Not Applicable, as the proposed allotment is made for Cash 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 borrower.

18. Name and address of the Valuer who performed valuation: Not Applicable

19. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Mitesh J. Shah (Membership No. FCS 10070) of M/s. Mitesh J. Shah & Associates, Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 has been obtained considering the said Preferential Issue. This certificate is also placed on the "Investor Relations" tab on the website of the Company at the following link: www.lloyds.in

20. Lock-in period:

The aforesaid allotment of Convertible Warrants and Equity Shares to be issued and allotted upon conversion of Convertible Warrants 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 Convertible Warrants:

- i. Issue and allotment of 4,00,00,000 Convertible Warrants at a price of Rs. 740/- per share (Face Value of Re. 1/- per share and Premium Rs. 739/- per share) on preferential allotment basis for cash consideration.

The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. Upon exercise of the option by the allottees to convert the warrants within 18 months from the date of allotment of warrants, the Company will allot Equity Shares pursuant to exercise of the warrants within 15 days from the date of such exercise by the allottees. The Company shall



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accordingly issue and allot the corresponding number of Equity Share(s) of face value of Re. 1/- each to the Warrant holders.

- ii. 35% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 65% is payable at the time of allotment of Equity Shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs. 1/- each at a price of Rs. 740/- each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 at any time within 18 months from the date of allotment. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 35% amount paid on the date of allotment shall be forfeited.

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:

Issue of 4,00,00,000 Convertible Warrants convertible into equivalent number of Equity Shares of Face Value of Re. 1/- each at an issue price of Rs. 740/- each including premium of Rs. 739/- each on preferential basis for Cash consideration. Date of passing Board Resolution for aforesaid Preferential Issue is 04th July, 2024.

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

The Company intends to raise Rs. 2960 Crores by way of Preferential Issue of 4,00,00,000 Convertible Warrants.

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

The Promoters of the Company intends to subscribe to the offer aggregating to 1,50,00,000 Convertible Warrants.

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

27. Interest of Promoters/ Directors:

All the Promoters as well as the Directors who are also the Promoters of the Company and their relatives are interested in the said resolution.

Mr. Babulal Agarwal, Director of the Company is the Father of Mr. Ravi Agarwal, the Promoter of the Company and therefore and he and his relatives may be deemed to be concerned or interested in the said Resolution.

Mr. Balasubramanian Prabhakaran, the Managing Director of the Company is also the Managing Director and Wholtime Director of Thriveni Earthmovers Private Limited, the Promoter of the Company. Further, he is one of the Ultimate Beneficial Owner of Sky United LLP, the Promoter as well as one of the Proposed Allottee for the



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Preferential Issue and therefore and he and his relatives may be deemed to be concerned or interested in the said Resolution.

Save and except the above none of other Directors, Key Managerial Personnel and their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed Special Resolution under Item No. 1 except to the extent of their shareholding, if any.

The Members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and/ or preferential issue as set out in the special resolution under Item no. 01.

The Board of Directors recommends the said Special Resolution under Item no. 1 for your approval.

Item No.: 02

The Board of Directors on recommendation of the Audit Committee of the Company in their meeting held on 02nd May, 2024, has approved entering into related party transactions with Thriveni Earthmovers Private Limited ("TEMPL"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") relating to order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out Mine Developer and Operator ("MDO") services of the Company; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore, coal; trading of assets and such other allied activities, services in connection thereto to and related activities with TEMPL shall not exceed Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores Only) on annual basis for any given financial year and such transactions shall be at arms' length basis and in an ordinary course of business.

The Members of the Company are requested to approve an overall Limit of Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores Only) on an annual basis for any given financial year and amendment in the nature and particulars of contract and arrangements of the Related Party Transactions with Thriveni Earthmovers Private Limited ("TEMPL"). The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of the Members through an Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction with Thriveni Earthmovers Private Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Thriveni Earthmovers Private Limited Section 2(76)(viii) of the Companies Act, 2013: Any-body corporate which is an investing company or the venturer of the Company and Regulation 2(1) (zb) of Securities and Exchange Board of India



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		<p>(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”),</p> <p>a. Thriveni Earthmovers Private Limited is the Promoter of the Company holding 19.79% of the paid-up equity of the Company as on 31st March, 2024</p>
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p>a. Thriveni Earthmovers Private Limited, is a Promoter of the Company</p> <p>b. Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a Managing Director in the related party</p>
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>Nature of Contract or Arrangement: Order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out Mine Developer and Operator (“MDO”) services of the Company; transfer of mining rights; transfer of Composite License (“LOI”) in respect of any metals and / or minerals including but not limited to iron ore, coal; trading of assets and such other allied activities, services in connection thereto to and related activities</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order</p> <p>Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores only) for any given financial year on an annual basis</p> <p>Particulars of contract or Arrangement and Material Terms: The proposed transactions shall relate to order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; such other trading activities as may be necessary and incidental for carrying out Mine Developer and Operator (“MDO”) services of the Company; transfer of mining rights; transfer of Composite License (“LOI”) in respect of any metals and / or minerals including but not limited to iron ore, coal; trading of assets and such other allied</p>

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		activities, services in connection thereto and related activities The monetary value of the aggregate transaction(s) shall not exceed Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores only) for any given financial year on an annual basis on arms' length basis which will be governed by the Company's Related Party Transaction Policy (as may be amended from time to time) and shall be within the overall limits as recommended by the Audit Committee approved by the Board of Directors of the Company and approval of the Members of the Company.
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 3,500 Crores (Rupees Three Thousand Five Hundred only) for any given financial year on an annual basis
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2023-24)	53.67%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N.A.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts

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

Except Mr. Balasubramanian Prabhakaran and his relatives none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 02 of the notice except to the extent of their shareholding in the Company.

Item No.: 03

The Board of Directors on the recommendation of the Audit Committee in their meeting held on 02nd May, 2024, has approved entering into transactions relating to sale, purchase, supply and service transactions (as may be amended from time to time) with Lloyds Engineering Works Limited ("LEWL") (formerly known as Lloyds Steels Industries Limited, ("LSIL")), subject to the condition that the total value of all transactions with LEWL shall not exceed Rs. 2,000 Crores/- (Rupees Two Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.



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The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Member is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Lloyds Steels Industries Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Lloyds Engineering Works Limited ("LEWL") (formerly known as Lloyds Steels Industries Limited ("LSIL")), Section 2(76)(vi) of the Companies Act, 2013: anybody corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager. Regulation 2(1)(zb)(a) of SEBI Listing Regulations: any person or entity forming a part of the promoter or promoter group of the listed entity
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	a. Mr. Mukesh Gupta, Chairman & Promoter of the Company is also a Whole time Director and Promoter of the related party. b. The Company and the Related Party form part of the same Promoter and Promoter group
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: relating to Purchase/sale/supply or procurement of goods/machinery/ materials and availing/rendering of various services. Duration of contract or arrangement: as may be mentioned specifically in each order Monetary value: The monetary value of the aggregate transaction(s) shall not exceed Rs. 2,000 Crores

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		<p>(Rupees Two Thousand Crores only) for any given financial year on an annual basis</p> <p>Particulars of contract or Arrangement and Material Terms: The proposed contracts/ arrangements/ transactions shall relate to purchase/sale/supply or procurement of goods/ materials/machinery and availing/rendering of various services, and such other allied activities services in connection thereto to and related activities.</p> <p>The monetary value of the aggregate transaction(s) shall not exceed Rs. 2,000 Crores (Rupees Two Thousand Crores only) for any given financial year on an annual basis on arms' length basis which will be governed by the Company's Related Party Transaction Policy (as may be amended from time to time) and shall be within the overall limits as recommended by the Audit Committee approved by the Board of Directors of the Company and approval of the Members of the Company.</p>
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 2,000 Crores (Rupees Two Thousand Crores only) for any given financial year on an annual basis
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2023-24)	30.67%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N.A.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts

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



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Except Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta along with their relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 03 of the notice except to the extent of their shareholding in the Company.

Item No.: 04

The Board of Directors on recommendation of the Audit Committee in their meeting held on 02nd May, 2024, has approved entering into transactions relating to sale and purchase of iron ore, iron ore pellets and other products of the Company; and other trading activities and such other ancillary and incidental activities with Mandovi River Pellets Private Limited (“MRPPL”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) subject to the condition that the total value of all transactions with MRPPL shall not exceed Rs. 3,000 Crores/- (Rupees Three Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Mandovi River Pellets Private Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mandovi River Pellets Private Limited (“MRPPL”) Section 2(76)(iv) of the Companies Act, 2013: a Private Company in which a Director or Manager or his relative is a Member or Director;
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	a. Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a Director of related party
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature of Contract or Arrangement: Sale and purchase of iron ore, iron ore pellets and other products of the Company; and other trading activities and such other ancillary and incidental activities Duration of contract or arrangement: as may be mentioned specifically in each order Monetary value:

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		<p>The monetary value of the aggregate transaction(s) shall not exceed Rs. 3,000 Crores (Rupees Three Thousand Crores only) for any given financial year on an annual basis</p> <p>Particulars of contract or Arrangement and Material Terms: The proposed transactions shall relate to sale and purchase of iron ore, iron ore pellets and other products of the Company; and other trading activities and such other ancillary and incidental activities thereto</p> <p>The monetary value of the aggregate transaction(s) shall not exceed Rs. 3,000 Crores (Rupees Three Thousand Crores only) for any given financial year on an annual basis on arms' length basis which will be governed by the Company's Related Party Transaction Policy (as may be amended from time to time) and shall be within the overall limits as recommended by the Audit Committee approved by the Board of Directors of the Company and approval of the Members of the Company.</p>
4.	Value of Transaction	The monetary value of the aggregate transaction(s) shall not exceed Rs. 3,000 Crores (Rupees Two Thousand Crores only) for any given financial year on an annual basis
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2023-24)	46%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N.A.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement setting out material facts

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



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Except Mr. Balasubramanian Prabhakaran along with his relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 04 of the notice except to the extent of their shareholding in the Company.

Item No.: 05

The Board of Directors on recommendation of the Audit Committee in their meetings held on 02nd May, 2024, has approved entering into transactions relating to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities with Lloyds Infrastructure & Construction Limited ("LICL"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") subject to the condition that the total value of all transactions with LICL shall not exceed Rs. 4,000 Crores/- (Rupees Four Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company. In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Lloyds Infrastructure & Construction Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, particulars of the proposed transactions are as follows:

Sr. No.	Description / Particulars	Details / Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Lloyds Infrastructure & Construction Limited ("LICL") Section 2(76)(vi) of the Companies Act, 2013: any-body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	a. Thriveni Earthmovers Private Limited ("TEMPL"), Promoter of the Company is also a Promoter of the related party b. Mr. Madhur Gupta, Executive Promoter Director and Mr. Soundararajan Venkateswaran, Executive Director of the Company are also Directors of the related party

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<p>3.</p>	<p>Nature, material terms, monetary value and particulars of contracts or arrangement</p>	<p>Nature of Contract or Arrangement: Construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order.</p> <p>Monetary value: The transactions will be based on orders to be issued from time to time for sale of iron ore. The monetary value of the aggregate transaction(s) shall not exceed Rs. 4,000 Crores (Rupees Four Thousand Crores only) for any given financial year on an annual basis.</p> <p>Particulars of contract or Arrangement and Material Terms: The proposed transactions shall relate to construction activities such as design, selling and purchasing of engineering and construction of road infrastructure, bridge infrastructure, railway infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and Technological structure. Also, erection and installation of steel structures, technological structures and equipment's, electrical & instrumentation components and mechanical & utilities etc. including BOOT, BOO, BOLT, PPP models purchase and sale of construction equipments including but not limited to any such other equipment, material, services as may be required from</p>
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		time-to-time and the same can be carried out on own-account basis or on a fee or contract basis, and services in connection to and related activities. Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business
4.	Value of Transaction	The transactions will be based on orders to be issued from time to time for sale of iron ore. The monetary value of the aggregate transaction(s) shall not exceed Rs. 4,000 Crores (Rupees Four Thousand Crores only) for any given financial year on an annual basis.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2023-24)	61.33%
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N.A.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement

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

Except Mr. Madhur Gupta, Mr. Soundararajan Venkateswaran and Mr. Balasubramanian Prabhakaran along with their relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 06 of the notice except to the extent of their shareholding in the Company.

Item No.: 06

The Members of the Company are hereby apprised that pursuant to the Arbitration Award passed by the Sole Arbitrator Mr. Justice A.R. Joshi (Retd.) Former Judge, Bombay High Court, under the Arbitration and Conciliation Act, 1996 on 22nd April, 2022 in the matter of arbitration between Sunflag Iron & Steel Company Limited ("**Sunflag**" / "**SISCO**") and Lloyds Metals and Energy Limited (the "**Company**" / "**LMEL**"), the Company had signed an Ore Purchase Agreement ("**OPA**") dated 02nd May, 2022 with Sunflag which was placed before the Board Members in their Meeting held on 15th June, 2022.

Further, as per the terms and conditions of the OPA, the Company is required to supply / sell iron ore to Sunflag at an agreed pricing mechanism of cost + Rs. 1,000.

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Further, the provision to Regulation 2(zb)(b)(ii) of SEBI Listing Regulations inter alia state:

“Provided that:

(b) any person or any entity, holding equity shares:

(ii) of 10% or more with effect from 01st April, 2023; in the listed entity either directly or on beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time during the immediate preceding financial year shall be deemed to be a Related Party”

And hence, Sunflag became a Related Party of the Company with effect from 01st April, 2023 (holding 11.89% of the equity share capital of the Company as on date). In view of the above, the Company has been selling iron to Sunflag at a pre-determined price which is not in accordance with market conditions and not at arm’s length basis.

The Board of Directors on recommendation of the Audit Committee in their meetings held on 02nd May, 2024, has approved entering into transactions relating to sale of iron ore with Sunflag Iron & Steel Co Limited (“Sunflag” / “SISCO”) a Related Party within the meaning of Regulation 2(zb)(b)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) subject to the condition that the total value of all transactions with Sunflag shall not exceed Rs. 1,000 Crores/- (Rupees One Thousand Crores only) on an annual basis for any given financial year and such transactions shall not be at an arms’ length basis since they are governed by the Arbitration Award dtd. 22nd April, 2022 and an Additional / Supplementary Arbitration Award dtd. 28th April, 2022 and Ore Purchase Agreement (“OPA”) dtd. 02nd May, 2022.

In accordance with Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Special Resolution, as the transactions are not at an arm’s length basis. Accordingly, consent of the Members is sought for passing the Special Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Lloyds Infrastructure & Construction Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, particulars of the proposed transactions are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sunflag Iron and Steel Co Limited Regulation 2(zb)(b)(ii) of SEBI (LODR) Regulations, 2015: Any person or any entity, holding equity shares of 10% or more, with effect from 01 st April, 2023 in the listed entity either directly or on a beneficial interest basis as provided under Section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year shall be deemed to be a related party.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Sunflag Iron and Steel Co Limited is related party pursuant to Regulation 2(zb)(b)(ii) of SEBI (LODR) Regulations, 2015 (i.e., Any person or any entity, holding equity shares of 10% or more, with effect from 01 st April, 2023 in the listed entity either

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		<p>directly or on a beneficial interest basis as provided under Section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year shall be deemed to be a related party.)</p> <p>Hence, none of the Directors or Key Managerial Personnel are related in any manner.</p>
3.	Nature, material terms, monetary value and particulars of contracts or arrangement	<p>Nature of Contract or Arrangement: Order for sale iron ore</p> <p>Duration of contract or arrangement: The arrangement shall be in force and effect until the earlier of expiration of the iron ore mining lease period or exhaustion of saleable iron ore extractable from the iron ore mine.</p> <p>Monetary value: The transactions will be based on orders to be issued from time to time for sale of iron ore. The monetary value of the aggregate transaction(s) shall not exceed Rs. 1,000 Crores (Rupees One Thousand Crores only) for any given financial year on an annual basis.</p> <p>Particulars of contract or Arrangement and Material Terms: The transactions shall relate to sale of iron ore which will be governed by the Company's Related Party Transaction Policy (as may be amended from time to time) as well as the Ore Purchase Agreement ("OPA") and shall be within the overall limits as recommended by the Audit Committee approved by the Board of Directors and Shareholders of the Company. Such transactions at all times will not be on an arms' lengths basis and not entered in the ordinary course of the Company's business as they are be governed by the Arbitration Award dtd. 22nd April 2022 and an Additional / Supplementary Arbitration Award dtd. 28th April 2022 and Ore Purchase Agreement ("OPA") dtd. 02nd May, 2022.</p>
4.	Value of Transaction	The transactions will be based on orders to be issued from time to time for sale of iron ore. The monetary value of the aggregate transaction(s) shall not exceed Rs. 1000 Crores (Rupees One Thousand Crores only)
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2022-23)	15.33%
6.	Justification for the transaction	The pricing for the iron ore to be supplied to Sunflag will be as per the terms and conditions of

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		<p>the Ore Purchase Agreement (“OPA”) i.e., Cost + Margin of Rs. 1,000/- (per WMT). The cost to be charged to Sunflag is the cost to the Company which is including but not limited to capital and operating expenditure in operationalising and maintaining the iron ore mine, setting up and maintaining infrastructure, extracting and raising iron ore, grading processing, stock piling, dumping and transportation making iron ore available for delivery at the delivery point, corporate social responsibility, local employment, costs towards ensuring security of assets including people and assets, which as on 31st March, 2022 is Rs. 2,000 per MT for iron ore fines and Rs. 3,000 per MT for sized iron ore. The above cost to supplier will be subject to escalation based on wholesale price index published by the Ministry of Commerce and Industry, Government of India. Escalation will be applied on a monthly basis. The Company shall also recover from Sunflag as part of the price of supply, any rent, royalty, GST, other taxes, DMF, NMET, levies, fees, cess, charges and all such impositions by the government authorities from time to time in the nature of statutory dues, which are levied on the mining or extraction and sale of iron ore. All such amounts pertaining to royalty, DMF, NMET and GST will be calculated based on the applicable average sale price by Indian Bureau of Mines, Government of India for the relevant month of sale and purchase. The OPA has been signed pursuant to Arbitration Award dtd. 22nd April 2022 and an Additional / Supplementary Arbitration Award dtd. 28th April 2022</p>
7.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</p>	<p>N.A.</p>
8.	<p>A copy of the valuation or other external party report, if any such report has been relied upon;</p>	<p>The pricing for the iron ore to be supplied to Sunflag will be as per the terms and conditions of the Ore Purchase Agreement (“OPA”) i.e., Cost + Margin of Rs. 1,000/- (per WMT). The cost to be charged to Sunflag is the cost to the Company which is including but not limited to capital and operating expenditure in operationalising and maintaining the iron ore mine, setting up and maintaining infrastructure, extracting and raising iron ore, grading processing, stock piling, dumping and transportation making iron ore available for delivery at the delivery point, corporate social responsibility, local employment, costs towards ensuring security of assets including people and</p>



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		assets, which as on 31st March, 2022 is Rs. 2,000 per MT for iron ore fines and Rs. 3,000 per MT for sized iron ore. The above cost to supplier will be subject to escalation based on wholesale price index published by the Ministry of Commerce and Industry, Government of India. Escalation will be applied on a monthly basis. The Company shall also recover from Sunflag as part of the price of supply, any rent, royalty, GST, other taxes, DMF, NMET, levies, fees, cess, charges and all such impositions by the government authorities from time to time in the nature of statutory dues, which are levied on the mining or extraction and sale of iron ore. All such amounts pertaining to royalty, DMF, NMET and GST will be calculated based on the applicable average sale price by Indian Bureau of Mines, Government of India for the relevant month of sale and purchase. The OPA has been signed pursuant to Arbitration Award dtd. 22 nd April 2022 and an Additional / Supplementary Arbitration Award dtd. 28 th April 2022
9.	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	All important information forms part of the statement

Sunflag Iron and Steel Co Limited is related party pursuant to Regulation 2(zb)(b)(ii) of SEBI (LODR) Regulations, 2015 (i.e., Any person or any entity, holding equity shares of 10% or more, with effect from 01st April, 2023 in the listed entity either directly or on a beneficial interest basis as provided under Section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year shall be deemed to be a related party.). Hence, none of the Directors or Key Managerial Personnel are related in any manner.

The Board recommends the Ordinary & Special Resolutions set out at the Item No. 01 to 06 of the Notice for the Member's approval of the Company.

**For and on the behalf of
Lloyds Metals and Energy Limited**

**Sd/-
Trushali Shah
Company Secretary
Date: 04th July, 2024
Place: Mumbai**



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E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

Date:

To,

Bigshare Services Private Limited

Pinnacle Business Park, Office No.: S6-2,
6th, Mahakali Caves Road, Next to Ahura Centre,
Andheri (East), Mumbai - 400093

UNIT – LLOYDS METALS AND ENERGY LIMITED

Dear Sir,

Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

Folio No.:
E-mail ID:
Name of the First / Sole Shareholder:
Signature:

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address.