



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: 18th December, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
BSE Scrip Code: 512455

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
NSE Symbol: LLOYDSME

Sub: Intimation of Outcome of Board Meeting held on 18th December, 2024 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir / Madam,

With regard to the captioned matter and in compliance with Regulation 30 of the Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 (“**Disclosure Circular**”), we would hereby like to inform that at Meeting of the Board of Directors of Lloyds Metals and Energy Limited (“**the Company**”) held today i.e. 18th December, 2024 which commenced at 04: 08 P.M. and concluded at 06:30 P.M. at its Corporate Office situated at A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013, the Board of Directors have, inter alia, approved the following:

1. Acquisition 79.82% of the total equity share capital of Thriveni Earthmovers and Infra Private Limited

The Company to subscribe to 70,00,00,000 equity shares, representing 79.82% of the total issued, subscribed and paid-up equity share capital of Thriveni Earthmovers and Infra Private Limited (“**TEIL**”), for an aggregate consideration of Rs. 70,00,00,000 (Rupees Seventy Crore Only), subject to the approval of the shareholders of the Company (“**Acquisition**”). The investment of Rs. 70,00,00,000 (Rupees Seventy Crore Only) is subject to approval of the shareholders of the Company to provide guarantee in favour of/connection to promoter shareholders of Thriveni Earthmovers Private Limited.

The details required pursuant to Regulation 30 of the Listing Regulations read with Clause A(1)(1.1) and Clause B(5) of the Disclosure Circular in relation to the Acquisition (including the share subscription agreement in relation to the Acquisition, a draft of which has been approved by the board of directors of the Company but will be executed only post receipt of the requisite approval of the shareholders of the Company) are enclosed hereto as **Annexure - A** and **Annexure - C** respectively.



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2. Enter into contracts/arrangements/transactions relating to granting of guarantee in favour/connection with Thriveni Earthmovers Private Limited promoters and all returns payable to the external lenders

The Company to enter into contracts/arrangements/transactions relating to issue of a guarantee by the Company in favour/connection with Thriveni Earthmovers Private Limited (“**TEMPL**”) promoters for an aggregate principal amount of Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred Crore Only) and all returns payable to the external lenders as applicable (“**Guarantee**”) to either:

- (i) the promoter shareholders of TEMPL (which includes the Managing Director of the Company i.e., Mr. Balasubramanian Prabhakaran and his immediate family members, together referred to as “**Promoter Shareholders**”), whereunder the Promoter Shareholders shall have the right to require the Company to mandatorily acquire the 9.5% redeemable preference shares (“**RPS**”) from the Promoter Shareholders or infuse funds in **TEIL** for mandatory redemption of RPS by TEIL, subject to scheme of demerger in relation to the mine development and operation business (together with its associated assets and liabilities) of TEMPL by TEIL (“**Demerger Scheme**”) being sanctioned and receiving the approval of the National Company Law Tribunal, Chennai Bench (“**NCLT Approval**”).; or
- (ii) any financial institution, bank, non-banking financial company, any other third-party lender (or any trustee appointed on their behalf) (“**External Lenders**”) that provides financial assistance by way of loan or subscribes to any non-convertible debentures issued by the Promoter Shareholders or any company controlled by the Promoter Shareholders for its principal business activities (“**Promoter Shareholder Financing**”) for guaranteeing the performance of all present and future obligations and liabilities of the Promoter Shareholders or any company controlled by the Promoter Shareholders or any other security provider providing security in connection with the Promoter Shareholder Financing (including within limitation the repayment of the aggregate principal amount of INR 2500 crores and all returns on the Promoter Shareholding Financing) (“**Guaranteed Obligations**”). A counter-guarantee shall be given to the Company by TEMPL for an equal amount of Guarantee if the Guarantee by the Company to External Lenders is provided prior to NCLT Approval. Such counter-guarantee by TEMPL shall be withdrawn on receiving the NCLT Approval and RPS issuance, while the Guarantee provided to External Lenders shall continue until the full and final discharge of all Guaranteed Obligations.

The details required pursuant to Regulation 30 of the Listing Regulations read with Clause A(5A) of the Disclosure Circular in relation to Guarantee Agreement (a draft of which has been approved by the Board of Directors of the Company but will be executed only post receipt of the requisite approval of the Shareholders of the Company) are enclosed hereto as **Annexure - B**



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3. Enter into contracts/arrangements/transactions relating to granting on behalf of Lloyds Surya Private Limited

The Company to enter into contracts/arrangements/transactions relating to granting of a guarantee on behalf of Lloyds Surya Private Limited (“**Lloyds Surya**”) for an amount not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crores Only) (“**Lloyds Surya Guarantee**”) to any financial institution, bank or non-banking financial company or third party lenders which provides financial assistance to Lloyds Surya Private Limited for its principal business activities and such other allied activities and services in connection thereto and related activities with Lloyds Surya, Mr. Rajesh Gupta, Mr. Madhur Gupta and Lloyds Surya are related parties within the meaning of Section 2(76) of the Companies Act, 2013, subject to the approval of the shareholders of the Company.

The details required pursuant to Regulation 30 of the Listing Regulations read with Clause A(5A) of the Disclosure Circular in relation to Lloyds Surya Guarantee Agreement (a draft of which has been approved by the board of directors of the Company but will be executed only post receipt of the requisite approval of the shareholders of the Company) are enclosed hereto as **Annexure - D**.

4. Investment for 100 MW Solar Power Sourcing through Group Captive Route

The Company is taking strategic steps to enhance its renewable energy usage by subscribing to equity shares in two Special Purpose Vehicles (“**SPVs**”) that will be incorporated with the renewable energy players. These investments align with the Company's commitment to maximising power from renewable energy sources.

- a. **Investment in SPV-1:** The Company will subscribe to 26% of the equity shares of SPV-1, to be incorporated with Amplus Energy Private Limited.
- b. **Investment in SPV-2:** Similarly, the Company will subscribe to 26% of the equity shares of SPV-2, to be incorporated with Hinduja Renewables Private Limited.

The aim is to consume at least 51% of the Solar Power generated by each SPV mentioned above internally (“**Captive Consumption**”), thereby directly benefiting the Company's operations by ensuring a significant portion of the generated renewable energy is used to meet its own energy needs.

Together, these investments will enable the Company to secure 100 MW of solar power through the captive group route, aligning with its renewable energy goals and further advancing its sustainability efforts.

The details required pursuant to Regulation 30 of the Listing Regulations read with Clause A(1)(1.1) of Disclosure Circular, are set out under **Annexure - E**.



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5. Adoption of Lloyds Metals and Energy Employee Stock Option Scheme – 2024 (“ESOP – 2024” / “Plan”)

- (a) Pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations, we wish to inform you that on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company inter alia considered and approved adoption of “Lloyds Metals and Energy Employee Stock Option Scheme – 2024” (“**Scheme**”) in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to approval of the Shareholders of the Company and such other regulatory / statutory approvals as may be necessary.
- (b) The Option Pool of the Scheme shall be 2,00,00,000 (Two Crore Only) Employee Stock Options (“**Options**”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into be 2,00,00,000 (Two Crore Only) Equity Shares of face value Re.1/- each to the Employees of the Company, its Group Company including its Subsidiary Company or its Associate Company, in India or outside India, of the Company under the Scheme.
- (c) Each Option is convertible into 1 Equity Share of the Company.
- (d) The Scheme shall be administered by the Nomination and Remuneration Committee of the Company and shall be implemented through Trust route wherein the irrevocable Trust, set up by the Company by name of Lloyds Metals and Energy Limited Employees Welfare Trust (“**Trust**”), shall acquire Equity Shares by way of fresh allotment from the Company.
- (e) The exercise price will be decided in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 at the time of grant of Options.
- (f) Approved provision of money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under Lloyds Metals and Energy Limited Employees Stock Option Scheme - 2024.
- (g) Appointed M/s Corporate Professionals Capital Private Limited, a Category-I Merchant Banker for implementation of Lloyds Metals and Energy Limited Employees Stock Option Scheme – 2024 in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The details required pursuant to Regulation 30 of the Listing Regulations read with clause 10 of the Disclosure Circular, are enclosed as **Annexure - F**.



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6. Appointment of Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) as an Additional Director designated as Non-Executive, Independent Director with effect from 18th December, 2024

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, has appointed Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) as an Additional Director, designated as a Non-Executive, Independent Director on the Board of the Company.

The appointment of Mr. Khandwawala as an Additional Director of the Company shall be effective from 18th December, 2024. The term of his appointment as an Independent Director will be for a period of 5 (Five) consecutive years commencing from 18th December, 2024 to 17th December, 2029 (both days inclusive) and pursuant to the provisions of Section 152 and 161 of the Companies Act 2013, and his appointment will be subject to the approval of the Members of the Company.

In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to confirm that Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) has not been debarred from holding the office of Director by virtue of any order issued by SEBI or any other authorities as required under the circular issued by Stock Exchanges.

The details as required under Regulation 30 of the Listing Regulations read with Clause 7 of the Disclosure Circular are enclosed as **Annexure - G**.

7. Resignation of Ms. Trushali Shah from the position of Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company

Pursuant to regulation 30 the Listing Regulations as amended from time to time, we wish to inform that Ms. Trushali Shah (Membership No.: ACS 61489), Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company has tendered her resignation from the position of Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company vide letter dated 16th December, 2024 due to personal reasons. The same is accept by the Company with effect from the close of business hours of 18th December, 2024.

The details as required under Regulation 30 of the Listing Regulations read with Clause 7 of the Disclosure Circular are enclosed as **Annexure - H**.



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8. Appointment of Mr. Akshay Vora as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company

Pursuant to the provisions of Section 203 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 and Regulation 6(1) of the Listing Regulations, Mr. Akshay Vora an Associate Member of the Institute of Company Secretaries of India, having Membership No.: A43122 has been appointed as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company with effect from 19th December, 2024.

The details as required under Regulation 30 of the Listing Regulations read with Clause 7 of the Disclosure Circular are enclosed as **Annexure - I**.

9. Convening of Extraordinary General Meeting

Convening of Extraordinary General Meeting (“EGM”) of the Members of the Company on Tuesday, 17th January, 2024 at 11:30 A.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), along with draft Notice convening the meeting to be issued to the Members for seeking approval for the matters as stated in the Notice of EGM.

10. Record Date / Cutoff Date for Extraordinary General Meeting

Record date / Cut Off date for EGM of the Company is Friday, 10th January, 2025.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours Sincerely,

For Lloyds Metals and Energy Limited

Trushali Shah

Company Secretary

Membership No.: ACS61489



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Annexure – A

The details required pursuant to Disclosure under Regulation 30 of the Listing Regulations read with Clause A(1)(1.1) of the Disclosure Circular in relation to the Acquisition

Sr. No.	Particulars	Details
1.	Name of the Target entity, details in brief such as size, turnover etc.	<p>Name of the Target entity: Thriveni Earthmovers and Infra Private Limited (“TEIL”)</p> <p>Details of the Target entity: TEIL is in the business of mine development and operations. As part of a demerger scheme pending approval of the National Company Law Tribunal, Chennai Bench, the TEIL is in the process of receiving the mining and development (“MDO”) business together with all its assets and liabilities from Thriveni Earthmovers Private Limited, which has been in operation for last 25 years. The MDO business to be received by TEIL as part of the demerger scheme comprises of high value mine development and operations contract with several tier “A” miners including NTPC, Arcelor Mittal Nippon Steel, Andhra Pradesh Mineral Development Corporation in addition to a contract from LMEL, amongst others.</p> <p>Turnover as per latest audited financials: Nil</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	<p>Yes, the Acquisition will be a related party transaction involving the Company.</p> <p>Mr. Balasubramanian Prabhakaran, the Managing Director of Company, along with his immediate family members (i.e., Prabhakaran Sooryanarayanan, Balasubramanian Karthikeyan, Balasubramanian Vasuki, Palanivelugounder Balasubramanian being members of the promoter and promoter group of the Company) currently hold 48,25,000 equity shares of the TEIL collectively representing 96.5% of the equity share capital of the TEIL and therefore, exercise control over the TEIL.</p> <p>The Acquisition will be undertaken on an arm’s length basis.</p>
3.	Industry to which the entity being acquired belongs	TEIL is in the business of mine development and operations services providing end to end mining and allied services including but not limited to exploration, drilling, blasting, excavation, pre-mining, loading,



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Sr. No.	Particulars	Details
		hauling, dumping, reclamation, crushing, sizing, transport, logistics, storage and trading of commodities, and all ancillary support services including aggregates supply, road construction, civil work and engineering for all mining infrastructure.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of Target entity, if its business is outside the main line of business of the listed entity	<p>The amounts infused by the Company under the proposed transaction shall be utilised for undertaking the business of mine development and operation business, trading, transport & logistics, allied activities and making investments in companies that undertake such activities as this will benefit the TEIL for growing its business activities and creating shareholder value for the investments made by the Company. It is clarified that the investment in the equity shares of the TEIL is independent of the proposed demerger and valuation thereof.</p> <p>The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Necessary approval of the Competition Commission of India, if and as may be required under applicable laws
6.	Indicative time period for completion of the acquisition	Subject to completion of customary conditions precedent and obtaining the relevant regulatory approvals as may be required under the applicable law(s), if any, including without limitation the approval of the shareholders of the Company, consummation of the proposed acquisition is expected to be completed in the next 3-4 months.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	The consideration for the Acquisition is cash consideration of Rs. 70,00,00,000 (Rupees Seventy Crores Only) to be paid by the Company as subscription money to the TEIL.
8.	Cost of acquisition and/or the price at which the shares are acquired	Rs. 70,00,00,000 (Rupees Seventy Crores Only)
9.	Percentage of shareholding / control acquired and / or number of shares acquired	<p>Proposed Acquisition of 70,00,00,000 equity shares of the TEIL representing 79.82% of the paid-up equity share capital of the TEIL.</p> <p>Upon consummation of the proposed Acquisition, the TEIL will become a subsidiary of the Company.</p>



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Sr. No.	Particulars	Details								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>(i) Products/line of business acquired: The TEIL is a private limited company incorporated under the provisions of Companies Act, 2013 with its registered office located at 22/110, Greenways Road, Fairlands Salem, Salem, Tamil Nadu, 636016 India. TEIL is, <i>inter alia</i>, engaged in the business of the business of providing end to end contract mining services including exploration, drilling, mining, excavation, hauling, sizing, processing and transportation of minerals, trading of coal, iron ore, iron ore pellets and other minerals, coal production, manufacturing of solid blocks and leasing of mining equipment.</p> <p>(ii) Date of incorporation of the Target: 17th February, 2024</p> <p>(iii) History of last 3 years turnover of the TEIL:</p> <table border="1"><thead><tr><th>Financial year</th><th>Turnover</th></tr></thead><tbody><tr><td>2021-2022</td><td>Not Applicable</td></tr><tr><td>2022-2023</td><td>Not Applicable</td></tr><tr><td>2023-2024</td><td>Nil</td></tr></tbody></table> <p>(iv) Country in which the Target has presence: India</p> <p>(v) Any other significant information: Pursuant to the proposed Acquisition, TEIL will become a subsidiary of the Company.</p>	Financial year	Turnover	2021-2022	Not Applicable	2022-2023	Not Applicable	2023-2024	Nil
Financial year	Turnover									
2021-2022	Not Applicable									
2022-2023	Not Applicable									
2023-2024	Nil									



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Annexure – B

Disclosure under Regulation 30 of the Listing Regulations read with Clause A(5A) of the Disclosure Circular in relation to the Guarantee Agreement

Sr. No.	Particulars	Details																					
1.	If the listed entity is a party to the agreement, details of the counterparties (including name and relationship with the listed entity)	<p>Yes, the Company proposes to execute the guarantee agreement ("Guarantee Agreement"), subject to the approval of the shareholder of the Company. Set out below are the details of the counterparties to the agreement:</p> <table border="1"><thead><tr><th>Sr. No.</th><th>Name of counterparty</th><th>Relationship with the Company</th></tr></thead><tbody><tr><td>1.</td><td>Thriveni Earthmovers Private Limited ("TEMPL")</td><td>TEMPL is the Promoter of the Company holding 19.12% of the paid-up equity of the Company as on 30 November, 2024</td></tr><tr><td>2.</td><td>Mr. Balasubramanian Prabhakaran</td><td>Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a promoter in TEMPL and collectively holds 96.5% of the paid up equity of TEIL along with his relatives as on 30 November, 2024. He does not directly hold any shares in the Company.</td></tr><tr><td>3.</td><td>Mr. Balasubramanian Karthikeyan</td><td>Mr. Balasubramanian Karthikeyan is the brother of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.</td></tr><tr><td>4.</td><td>Mr. Palanivelugounder Balasubramanian</td><td>Mr. Palanivelugounder Balasubramanian is the father of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.</td></tr><tr><td>5.</td><td>Mrs. Balasubramanian Vasuki</td><td>Mrs. Balasubramanian Vasuki is the mother of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. She does not directly hold any shares in the Company.</td></tr><tr><td>6.</td><td>Mr. Prabhakaran Sooryanarayanan</td><td>Mr. Prabhakaran Sooryanarayanan is the son of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.</td></tr></tbody></table>	Sr. No.	Name of counterparty	Relationship with the Company	1.	Thriveni Earthmovers Private Limited (" TEMPL ")	TEMPL is the Promoter of the Company holding 19.12% of the paid-up equity of the Company as on 30 November, 2024	2.	Mr. Balasubramanian Prabhakaran	Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a promoter in TEMPL and collectively holds 96.5% of the paid up equity of TEIL along with his relatives as on 30 November, 2024. He does not directly hold any shares in the Company.	3.	Mr. Balasubramanian Karthikeyan	Mr. Balasubramanian Karthikeyan is the brother of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.	4.	Mr. Palanivelugounder Balasubramanian	Mr. Palanivelugounder Balasubramanian is the father of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.	5.	Mrs. Balasubramanian Vasuki	Mrs. Balasubramanian Vasuki is the mother of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. She does not directly hold any shares in the Company.	6.	Mr. Prabhakaran Sooryanarayanan	Mr. Prabhakaran Sooryanarayanan is the son of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.
Sr. No.	Name of counterparty	Relationship with the Company																					
1.	Thriveni Earthmovers Private Limited (" TEMPL ")	TEMPL is the Promoter of the Company holding 19.12% of the paid-up equity of the Company as on 30 November, 2024																					
2.	Mr. Balasubramanian Prabhakaran	Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a promoter in TEMPL and collectively holds 96.5% of the paid up equity of TEIL along with his relatives as on 30 November, 2024. He does not directly hold any shares in the Company.																					
3.	Mr. Balasubramanian Karthikeyan	Mr. Balasubramanian Karthikeyan is the brother of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.																					
4.	Mr. Palanivelugounder Balasubramanian	Mr. Palanivelugounder Balasubramanian is the father of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.																					
5.	Mrs. Balasubramanian Vasuki	Mrs. Balasubramanian Vasuki is the mother of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. She does not directly hold any shares in the Company.																					
6.	Mr. Prabhakaran Sooryanarayanan	Mr. Prabhakaran Sooryanarayanan is the son of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.																					



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Sr. No.	Particulars	Details
2.	<p>If listed entity is not a party to the agreement:</p> <p>i. name of the party entering into such an agreement and the relationship with the listed entity;</p> <p>ii. details of the counterparties to the agreement (including name and relationship with the listed entity); and</p> <p>iii. date of entering into the agreement.</p>	<p>Not applicable as the Company is a party to the Guarantee Agreement.</p>
3.	<p>Purpose of entering into the agreement</p>	<p>Subject to the order of the NCLT approving the scheme for the demerger of MDO business, the demerged business assets will be transferred to the TEIL with effect from the appointed date of 1 April 2025 and the parties have agreed on the same as part of the scheme of demerger filed before the NCLT.</p> <p>Guarantee Fallaway dates which are same as proposed Mandatory RPS redemption or Mandatory Purchase dates (“Guarantee Dates”) as follows (all amounts refer to principal amounts):-:-</p> <p>Minimum 700,00,00,000 (Rupees Seven Hundred Crores Only) and upto Rs. 875,00,00,000 (Rupees Eight Hundred and Seventy-Five Crores Only) - 31st March 2026</p> <p>Minimum 700,00,00,000 (Rupees Seven Hundred Crores Only) and upto Rs. 875,00,00,000 (Rupees Eight Hundred and Seventy-Five Crores Only) - 31st March 2027</p> <p>Minimum 600,00,00,000 (Rupees Six Hundred Crores Only) and upto Rs. 750,00,00,000 (Rupees Seven Hundred and Fifty Crores Only) - 31st March 2028</p> <p>As there is no upfront cash consideration transferred to the TEMPL promoter shareholders for the proposed demerger and only RPS will be issued to the TEMPL promoter shareholders as consideration, in order to allow the TEMPL promoter shareholders to monetise the RPS at an earlier date, the Promoter Shareholders of TEMPL directly or through</p>



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Sr. No.	Particulars	Details
		<p>one of their controlled entity may propose to avail borrowing from banks, financial institutions, non-banking financing company, debenture subscribers or third party lenders, by way of loan, issuance of debentures, debt or any other form of borrowing until the redemption of the RPS. To support such borrowing, the Guarantee Agreement is proposed to be entered into.</p> <p>rs, by way of loan, issuance of debentures, debt or any other form of borrowing until the redemption of the RPS. To support such borrowing, the Guarantee Agreement is proposed to be entered into.</p> <p>If Company has given guarantee to RPS holders, then RPS holders may assign such Guarantee to External Lenders who provide loans, subscribe to debentures or provide borrowing in any form to the TEMPL promoters or any of their controlled entity.</p> <p>Based on the current value of the business proposed to be demerged, in the event loans are proposed to be availed by the TEMPL promoter shareholders or any entities controlled by TEMPL promoters prior to NCLT order approving the demerger and prior to the issuance of RPS, the guarantee given by the Company to the External Lenders will be backed by the counter guarantee from TEMPL to the Company. If the demerger approval from NCLT does not come through before the due date for repayment date to the External Lender and in case External Lender invokes Guarantee provided by LMEL, then the TEMPL guarantee to LMEL will be invoked for the same amount of guarantee invoked by External Lenders, so as to recover from TEMPL any amounts paid by LMEL to External Lenders on invocation of guarantee by them. Accordingly, such TEMPL counter-guarantee shall protect LMEL interest and is a risk mitigation measure in case the demerger is not approved by the NCLT for any reason whatsoever.</p> <p>The Board is of the opinion that the aforesaid proposal is in the best interest of the Company.</p>
4.	Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
5.	Significant terms of the agreement (in brief)	<p>Guarantee by the Company for either of the following items:</p> <ol style="list-style-type: none"> 1. Guarantee by Company where under the Promoter Shareholders shall have the right to require the Company to acquire the RPS from the Promoter Shareholders or infuse funds in TEIL for redemption of RPS by TEIL subject to Demerger Scheme being sanctioned and receiving NCLT Approval; or



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Sr. No.	Particulars	Details
		<p>2. Guarantee by Company for repayment of debts availed from External Lenders who have provided financial assistance to the Promoter Shareholders or any company controlled by the Promoter Shareholders for its principal business activities by way of loan or subscribing to non-convertible debentures or any other form of borrowing. A counter-guarantee shall be given to the Company by TEMPL for an equal amount of the Guarantee given by the Company to External Lenders, if such Guarantee is provided to External Lenders prior to the NCLT Approval. Such counter-guarantee by TEMPL shall be withdrawn on receiving NCLT Approval and RPS issuance.</p>
6.	Extent and the nature of impact on management or control of the listed entity.	There is no impact on the management or control of the Company pursuant to the Guarantee Agreement.
7.	Details and quantification of the restriction or liability imposed upon the listed entity.	Guarantee provided to Promoter Shareholders or the External Lenders, as the case may be, will be for an aggregate amount of Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred Crore Only) and all returns thereto at any point of time.
8.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a promoter in TEMPL and collectively holds 96.5% of the paid-up equity of TEIL along with his relatives as on 30 November, 2024.
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Yes, the transaction is being executed at arm's length.
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable as there is no issuance of shares to the parties pursuant to the Guarantee Agreement.
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable



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Sr. No.	Particulars	Details
12.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not applicable



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Annexure – C

Disclosure under Regulation 30 of the Listing Regulations read with Clause B(5) of the Disclosure Circular in relation to the Share Subscription Agreement

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	The Company has proposed to enter into the share subscription agreement with Thriveni Earthmovers and Infra Private Limited (“TEIL”), subject to the approval of the shareholder of the Company.
2.	Purpose of entering into the agreement	The amounts infused by the Company under the Proposed Transaction shall be utilised for undertaking the business of mine development and operation business, trading, transport & logistics, allied activities and making investments in companies that undertake such activities as this will benefit the TEIL for growing its business activities and creating shareholder value for the investments made by the Company. It is clarified that the investment in the equity shares of the TEIL is independent of the proposed demerger and valuation thereof.
3.	Size of agreement	The monetary value of the aggregate transaction(s) shall not exceed Rs. 70,00,00,000 (Rupees Seventy Crores).
4.	Shareholding, if any, in the entity with whom the agreement is executed.	None
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	TEIL shall, unless the Company have consented to otherwise, not issue or sell any shares or options, warrants, or other rights to purchase any of its shares or split, combine, or subdivide its share capital or redeem or purchase the shares or any its other securities or change the face value of or rights attached to any shares or its other securities.
6.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	a. Thriveni Earthmovers Private Limited (“TEML”) is the Promoter of the Company holding 19.12% (Nineteen-point One Two percent) of the paid-up equity of the Company as on 30 November, 2024, b. Mr. Balasubramanian Prabhakaran, Managing Director of the Company is also a promoter in TEIL and collectively holds 96.5% (Ninety-Six-point Five percent) of the paid-up equity of TEIL along with



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Sr. No.	Particulars	Details
		<p>his relatives as on 30 November, 2024,</p> <p>c. Mr. Balasubramanian Karthikeyan is the brother of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.</p> <p>d. Mr. Palanivelugounder Balasubramanian is the father of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.</p> <p>e. Mrs. Balasubramanian Vasuki is the mother of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. She does not directly hold any shares in the Company.</p> <p>f. Mr. Prabhakaran Sooryanarayanan is the son of Mr. Balasubramanian Prabhakaran, Managing Director of the Company. He does not directly hold any shares in the Company.</p>
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Yes, the transaction is being executed at arm's length.
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	70,00,00,000 equity shares, representing 79.82% of the total issued, subscribed and paid-up equity share capital of TEIL by the Company, for an aggregate consideration of Rs. 70,00,00,000 (Rupees Seventy Crores Only)
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis.	Not applicable.
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable.



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Sr. No.	Particulars	Details
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.



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Annexure – D

Disclosure under Regulation 30 of the Listing Regulations read with Clause A(5A) of the Disclosure Circular in relation to the Guarantee Agreement

Sr. No.	Particulars	Details						
1.	<p>If the listed entity is a party to the agreement, details of the counterparties (including name and relationship with the listed entity)</p>	<p>Yes, the Company proposes to execute the guarantee agreement (“Guarantee Agreement”), subject to the approval of the shareholder of the Company. Set out below are the details of the counterparties to the agreement:</p> <table border="1" data-bbox="722 857 1390 1252"> <thead> <tr> <th data-bbox="722 857 794 925">Sr. No.</th> <th data-bbox="794 857 1098 925">Name of counterparty</th> <th data-bbox="1098 857 1390 925">Relationship with the Company</th> </tr> </thead> <tbody> <tr> <td data-bbox="722 925 794 1252">1.</td> <td data-bbox="794 925 1098 1252">Lloyds Surya Private Limited (“Lloyds Surya”)</td> <td data-bbox="1098 925 1390 1252"> <p>a. Lloyds Surya is a wholly owned subsidiary of the Company and</p> <p>b. Mr. Rajesh Gupta and Mr. Madhur Gupta are also directors of Lloyds Surya</p> </td> </tr> </tbody> </table>	Sr. No.	Name of counterparty	Relationship with the Company	1.	Lloyds Surya Private Limited (“ Lloyds Surya ”)	<p>a. Lloyds Surya is a wholly owned subsidiary of the Company and</p> <p>b. Mr. Rajesh Gupta and Mr. Madhur Gupta are also directors of Lloyds Surya</p>
Sr. No.	Name of counterparty	Relationship with the Company						
1.	Lloyds Surya Private Limited (“ Lloyds Surya ”)	<p>a. Lloyds Surya is a wholly owned subsidiary of the Company and</p> <p>b. Mr. Rajesh Gupta and Mr. Madhur Gupta are also directors of Lloyds Surya</p>						
2.	<p>If listed entity is not a party to the agreement:</p> <p>iv. name of the party entering into such an agreement and the relationship with the listed entity;</p> <p>v. details of the counterparties to the agreement (including name and relationship with the listed entity); and</p> <p>vi. date of entering into the agreement.</p>	<p>Not applicable as the Company is a party to the Guarantee Agreement.</p>						
3.	<p>Purpose of entering into the agreement</p>	<p>The financial assistance availed by Lloyds Surya will be utilized for acquiring trucks, trailers, logistics, ancillary</p>						



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Sr. No.	Particulars	Details
		<p>equipment and infrastructure including storage space for commodities and workshop required to operate such logistics and transport operations, which shall be used for transporting iron ore, pellets, coal, steel and other commodities of the MDO business operations under TEIL. This business activity will result in removing the reliance of the MDO Business on third party transport service providers which is expected to result in significant cost reductions and increase in profitability of the group's mining and MDO business margins, especially as the Company expected to increase its mining volumes significantly on receipt of necessary approvals from statutory authorities. The Company is of the view that the transport and logistics of commodities for the MDO business can be done with much higher reliance and at a significantly lower cost compared to the cost currently being paid to third party transport providers, and thus intend to increase the volumes to be done by Lloyds Surya for incremental volumes expected in coming years.</p> <p>transport providers, and thus intend to increase the volumes to be done by Lloyds Surya for incremental volumes expected in coming years.</p>
4.	Shareholding, if any, in the entity with whom the agreement is executed	Lloyds Surya is a wholly owned subsidiary of the Company.
5.	Significant terms of the agreement (in brief)	Guarantee by Company for repayment of debts or loans availed from any financial institution, bank or non-banking financial company or third party lenders who have provided financial assistance to Lloyds Surya for its principal business activities.
6.	Extent and the nature of impact on management or control of the listed entity	There is no impact on the management or control of the Company pursuant to the Guarantee Agreement.
7.	Details and quantification of the restriction or liability imposed upon the listed entity	The monetary value of the aggregate transaction(s) shall not exceed Rs. 1000,00,00,000 (Rupees One Thousand Crores Only).
8.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of	<p>a. Lloyds Surya is a wholly owned subsidiary of the Company,</p> <p>b. Mr. Rajesh Gupta and Mr. Madhur Gupta are also directors of Lloyds Surya.</p>



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Sr. No.	Particulars	Details
	relationship.	
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Yes, the transaction is being executed at arm's length.
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable as there is no issuance of shares to the parties pursuant to the Guarantee Agreement.
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable
12.	<p>In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier). 	Not applicable



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Annexure – E

The details required pursuant to Regulation 30 of the Listing Regulations read with Clause A(1)(1.1) of Disclosure Circular

Sr. No.	Particulars	Details of SPV -1 to be incorporated with Amplus Energy Private Limited	Details of SPV - 2 to be incorporated with Hinduja Renewables Private Limited
1.	Name of the target entity, details in brief such as size, turnover etc.	Name of the target entity: The proposed SPV-1 is yet to be incorporated. Details of the target entity: SPV is yet to begin its operations	Name of the target entity: The proposed SPV-2 is yet to be incorporated. Details of the target entity: SPV is yet to begin its operations
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The acquisition of equity shares in SPV-1 is not a related party transaction. No, promoter/promoter group companies do not have any interest in the entity in which shares acquired.	The acquisition of equity shares in SPV-2 is not a related party transaction. No, promoter/promoter group companies do not have any interest in the entity in which shares acquired
3.	Industry to which the entity being acquired belongs	Generation and transmission of electricity from solar energy	
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity	The acquisition aims at utilizing the power generated by the Captive Power Plant, in accordance with applicable electricity laws. The primary objective of this acquisition is to ensure that the energy produced by the plant is consumed internally (for captive use) by the Company. The key impact of this acquisition would be the optimization of energy consumption costs for the Company. By relying on the electricity generated by the captive power plant, the Company expects to reduce its reliance on external power sources, leading to potential savings on energy expenses and better control over energy supply.	



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Sr. No.	Particulars	Details of SPV -1 to be incorporated with Amplus Energy Private Limited	Details of SPV - 2 to be incorporated with Hinduja Renewables Private Limited
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Captive power under open access rules	
6.	Indicative time period for completion of the acquisition	Subject to all regulatory approval, consummation of the proposed acquisition is expected to be completed by March, 2025	
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	The consideration for the Acquisition is cash consideration of upto Rs. 25,00,00,000 (Rupees Twenty-Five Crore Only) to be paid by the Company as subscription money.	The consideration for the Acquisition is cash consideration of upto Rs. 27,00,00,000 (Rupees Twenty-Seven Crore Only) to be paid by the Company as subscription money.
8.	Cost of acquisition and/or the price at which the shares are acquired	Rs. 25,00,00,000 (Rupees Twenty-Five Crore Only)	Rs. 27,00,00,000 (Rupees Twenty-Seven Crore Only)
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Proposed acquisition of 26% equity shares of proposed SPV - 1 of the total paid-up equity share capital of proposed SPV – 1.	Proposed acquisition of 26% equity shares of proposed SPV - 2 of the total paid-up equity share capital of proposed SPV – 2.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	(i) Products/line of business acquired: SPV – 1 will be incorporated to develop and operate a captive solar power generation plant, focusing on producing renewable energy primarily for internal consumption, while supporting sustainability and cost-efficiency goals.	(i) Products/line of business acquired: SPV - 2 will be incorporated to develop and operate a captive solar power generation plant, focusing on producing renewable energy primarily for internal consumption, while supporting sustainability and cost-efficiency goals.



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Sr. No.	Particulars	Details of SPV -1 to be incorporated with Amplus Energy Private Limited	Details of SPV - 2 to be incorporated with Hinduja Renewables Private Limited
		<p>(ii) Date of incorporation: The Proposed SPV - 1 is yet to be incorporated</p> <p>(iii) History of last 3 years turnover: Not Applicable as the proposed SPV - 1 is yet to be incorporated</p> <p>(iv) Country of presence: India</p> <p>(v) Any other significant information: Nil</p>	<p>(ii) Date of incorporation: The Proposed SPV - 2 is yet to be incorporated</p> <p>(iii) History of last 3 years turnover: Not Applicable as the proposed SPV - 2 is yet to be incorporated</p> <p>(iv) Country of presence: India</p> <p>(v) Any other significant information: Nil</p>



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Annexure – F

The details as required under Regulation 30 of the SEBI Listing Regulations read with Clause 10 of Disclosure Circular

Sr. No.	Particulars	Details
1.	Name of the Scheme	Lloyds Metals and Energy Limited Employees Stock Option Scheme – 2024 (“ Scheme ”)
2.	Brief details of options granted	2,00,00,000 (Two Crore only) employee stock options (“ Options ”) Options convertible into 1,00,00,000 (One Crore only) Equity Shares of face value of Re. 1/- each. The Scheme shall be implemented via Trust route, wherein the Trust will acquire the Equity Shares through fresh allotment from the Company. However, no grant has been made under the Scheme, as on date.
3.	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable)	Yes, the scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
4.	Total number of shares covered by these options;	2,00,00,000 (Two Crore) Options exercisable into not more than 2,00,00,000 (Two Crore) equity shares of face value of Re. 1/- (Rupee One Only) each fully paid-up.
5.	Pricing formula	Under this Scheme, the Exercise Price will be decided by the Committee at the time of grant and shall be linked with the Market Price as defined in the Scheme. The Committee has the power to provide a suitable discount on such price as arrived above. However, the Exercise Price shall not be less than the face value of the Equity Shares of the Company.
6.	Options vested	Nil
7.	Time within which option may be exercised	The vested Options shall be exercisable within a maximum period of 12 (Twelve) months from the date of Vesting of Options.
8.	Options exercised	Nil
9.	Money realized by exercise of options	Nil
10.	The total number of shares arising as a result of exercise of option	Nil



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Sr. No.	Particulars	Details
11.	Options lapsed	Nil
12.	Variation of terms of options	Not Applicable
13.	Brief details of significant terms	<p>The Scheme is administered by the Nomination and Remuneration Committee.</p> <p>The Scheme shall be implemented via Trust route, wherein the Trust will acquire the Equity Shares through fresh allotment from the Company.</p> <p>The grant of Options is based upon the eligibility criteria as mentioned in the Scheme.</p> <p>Vesting Period shall commence from a period of 1 (One) year from the Grant Date and shall extend upto a maximum period of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.</p> <p>The granted Options once vested shall entitle the Option holder to acquire equal number of Equity Shares, upon payment of exercise price and applicable taxes in accordance with terms and conditions of the Scheme.</p> <p>All Vested Options shall be respectively exercised in one or more tranches within maximum period of 12 (Twelve) months from the date of respective vesting.</p>
14.	Subsequent changes or cancellation or exercise of such options	Not Applicable
15.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Options are yet to be exercised



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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Annexure – G

The details as required under Regulation 30 of the Listing Regulations read with Clause 7 of Disclosure Circular

Sr. No.	Particulars	Details
1.	Reason for change	Appointment of Mr. Shabbirhusein Shaikhadam Khandwawala (DIN: 10821717) as an Additional Director, designated as Non-Executive, Independent Director.
2.	Date of Appointment and Terms of Appointment	18 th December, 2024 The term of his appointment as a Non - Executive, Independent Director will be for a period of 5 (Five) years, commencing from 18 th December, 2024 to 17 th December, 2029 (both days inclusive) subject to the approval of Members of the Company.
3.	Brief Profile	<p>Mr. Shabbirhusein Shaikhadam Khandwawala is an accomplished professional with a distinguished career spanning several decades. He earned his Master of Science in Organic Chemistry from Gujarat University in 1973, after which he joined the Indian Police Service (IPS). He served in the IPS from 1973 to 2010, ultimately retiring as Chief of Gujarat Police - Director General of Police.</p> <p>Post-retirement, Mr. Khandwawala continued to contribute his expertise in security and intelligence. His experience in governance and Vigilance also led him to be appointed as a member of the Lokpal Search Committee by the Government of India.</p> <p>From April 2021 to November 2024, Mr. Khandwawala was associated with the Board of Control for Cricket in India (“BCCI”) as the Head of Anti-Corruption and Security, where he was instrumental in overseeing integrity and security matters within Indian cricket.</p> <p>His career highlights reflect his extensive experience in Law Enforcement, Governance, Human Resources Development, Inter & Intra Personnel Relationship, Man Management, CSR, Security, Intelligence & Vigilance marking him as a prominent figure in both Public Service and Corporate World. Mr. Khandwawala is dedicated to utilizing his leadership and expertise to drive the organization's strategic objectives and strengthen its governance framework</p>



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Sr. No.	Particulars	Details
4.	Disclosure of relationships between directors	Mr. Shabbirhusein Shaikhadam Khandwawala is not related to any of the Directors of the Company.
5.	Shareholding, in any in the Company	Mr. Shabbirhusein Shaikhadam Khandwawala is not holding any equity shares of the Company.
6.	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated 20 th June, 2018 issued by the BSE and NSE, respectively.	<p>Mr. Shabbirhusein Shaikhadam Khandwawala satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 (“the Act”) and Part-I of Schedule V to the Act, for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.</p> <p>Further, He has not been debarred from holding office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.</p>



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Annexure – H

The details as required under Regulation 30 of the Listing Regulations read with Clause 7 of Disclosure Circular

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Resignation of Ms. Trushali Shah as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company due to personal reasons.
2.	Date of appointment/re- appointment/ cessation (as applicable) & term of appointment/re-appointment	Ms. Trushali Shah shall cease to be the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company from the close of business hours on 18 th Decdmber, 2024
3.	Brief profile (in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

Date: 16th December, 2024

To,
The Board of Directors,
Lloyds Metals and Energy Limited
A-2, 2nd Floor, Madhu Estate,
Pandurang Budhkar Marg,
Lower Parel, Mumbai – 400013

Sub: Resignation Letter from the position of the Company Secretary and Compliance Officer of Lloyds Metals and Energy Limited

Dear Sir(s) & Madam,

I hereby tender my resignation as Company Secretary and Compliance Officer (Key Managerial Personnel) under the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and all other Statutory/ designated positions in the Company, with effect from the close of business hours on 18th December, 2024 for personal growth.

I hereby convey my sincere thanks to the Board of Directors, CFO, Senior Management and colleagues of the Company for their unstinted support and cooperation extended during my tenure as Company Secretary & Compliance Office of the Company.

Thanking You,



Trushali Shah

ICSI Membership nos. ACS: 61489

Place: Mumbai



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Annexure – I

The details as required under Regulation 30 of the Listing Regulations read with Clause 7 of Disclosure Circular

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Akshay Vora as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company.
2.	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment	Date of Appointment: Mr. Akshay Vora will hold the office as Company Secretary and Compliance Officer of the Company with effect from 19 th December, 2024 Terms of Appointment: Not Applicable
3.	Brief profile (in case of appointment)	<p>Mr. Akshay Vora is an experienced professional with over 8 years of expertise in Corporate Secretarial and Compliance functions. He is a Qualified Company Secretary and an Associate Member of the Institute of Company Secretaries of India (“ICSI”). Additionally, he, also holds a degree of Bachelor of Commerce and LLB.</p> <p>Mr. Vora is a seasoned corporate professional with a distinguished career at leading organizations like Welspun Enterprises Limited, Pen India Limited, and The Dodsall Group. He has played a key role in enhancing corporate governance and ensuring legal compliance. His expertise spans the Companies Act, SEBI regulations, Secretarial Audits, Corporate Social Responsibility (CSR), and Employee Stock Option Plans (ESOPs), showcasing his ability to navigate complex regulatory landscapes and drive sustainable corporate practices.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable
