

Date: 29th December 2025

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| To, The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai - 400 001. | To, Manager - Listing Compliance National Stock Exchange of India Limited 'Exchange Plaza'. C-1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai-400 051 |
| BSE Scrip Code: 539992 (Fully paid up) ISIN : INE093R01011 | Trading Symbol: LLOYDSENGG |
| BSE Scrip Code: 890216 (Partly paid up) ISIN : IN9093R01019 | Trading Symbol: LLOYDSENPP |

Dear Sir/Madam,

Re: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Scheme of Merger by Absorption proposed to be filed under Sections 230-232 of the Companies Act, 2013 for merger by absorption of Lloyds Infrastructure & Construction Limited ("LICL" or "Transferor Company 1") and Metalfab Hightech Private Limited ("MHPL" or "Transferor Company 2") and Techno Industries Private Limited ("TIPL" or "Transferor Company 3") with Lloyds Engineering Works Limited ("LEWL" or "Transferee Company" or "Company") and their respective shareholders ("Scheme ")

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of the Company at its meeting held today, i.e., on 29th December, 2025 has accorded its approval to the draft of Scheme of Merger by Absorption of Lloyds Infrastructure & Construction Limited and Metalfab Hightech Private Limited and Techno Industries Private Limited with Lloyds Engineering Works Limited and their respective shareholders after considering the recommendations of the Audit Committee and the Committee of Independent Directors.

The Scheme, as above, will be subject to approval of the National Company Law Tribunal and such other competent authority, and various statutory approvals, shareholders and creditors as may be directed by the National Company Law Tribunal. The Scheme would also require approval from majority of the public shareholders of the Company as per SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

The additional information required to be disclosed under Regulation 30 of SEBI Listing Regulations, read with SEBI Master Circular No. SEBI/HO/CFD/POD2/CIR/P/0155 dated 11th November, 2024 is enclosed as "**Annexure A**". Further, the Company will file the Scheme with the Stock Exchanges according to the provisions of Regulation 37 of the SEBI Listing Regulations.

The Scheme as approved by the Board of Directors will be available on the website of the Company at <https://lloydsengg.in/> post submitting the same to the stock exchanges.

The meeting of the Board of Directors of the Company commenced at **5:45 p.m.** and concluded at **7:15 p.m.**

Thanking you,
Yours faithfully,

For Lloyds Engineering Works Limited

Rahima Shaikh
Company Secretary & Compliance Officer
Membership No.: 63449

Encl: as above

Disclosure of information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 are as follows:

“Annexure A”

| Sr. No. | Particulars | Details |
|---------|--|---|
| a. | Name of the entities forming part of the Scheme, details in brief such as size, turnover, etc | <p>The Scheme of Meger by Absorption between Lloyds Infrastructure & Construction Limited ("LICL" or "Transferor Company 1") and Metalfab Hightech Private Limited ("MHPL" or "Transferor Company 2") and Techno Industries Private Limited ("TIPL" or "Transferor Company 3") with Lloyds Engineering Works Limited ("LEWL" or "Transferee Company") and their respective shareholders ("Proposed Scheme")</p> <p>Brief details of the companies involved in the Scheme are as under:</p> <p>Lloyds Infrastructure & Construction Limited ("LICL"), bearing CIN: U42101MH2023PLC400727 was incorporated on 12th April 2023 under the provisions of the Companies Act, 2013. The registered office of LICL is located at A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (W), Delisle Road, Mumbai City – 400013, Maharashtra, India. LICL is engaged in construction activities such as design, engineering and constructure of road infrastructure, bridge infrastructure, railway Infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and technological structure or any type of government or private construction contracts including BOOT, BOO, BOLT, PPP Models and the same can be carried out on own-account basis or on a fee or contract basis. LEWL holds 24.20% of the shareholding in LICL.</p> <p>Metalfab Hightech Private Limited ("MHPL"), bearing CIN: U65921MH1996PTC162306 was incorporated on 17th April 1996 under the provisions of the Companies Act, 1956. The registered office of MHPL is located at A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (W), Mumbai – 400013, Maharashtra, India. MHPL is engaged in heavy fabrication for steel, railways and infrastructure industries. LEWL holds 76% of the shareholding in MHPL.</p> <p>Techno Industries Private Limited ("TIPL"), bearing CIN: U32109GJ2000PTC037915 was incorporated on 01st May, 2000 under the provisions of the Companies Act, 1956. The registered office of TIPL is located at 5002, Phase IV, GIDC Vatva, Ahmedabad, Gujarat, India, 382445. TIPL is engaged in the business of manufacturing of elevators, escalators, motors and pumps. LEWL holds 100% of the shareholding in TIPL.</p> <p>Lloyds Engineering Works Limited ("LEWL"), bearing CIN: L28900MH1994PLC081235 was incorporated on 19th September, 1994 under the provisions of the Companies Act, 1956. The registered office of LEWL is located at Plot no A-5/5 MIDC Industrial area, Murbad road, Thane – 421401, Maharashtra, India. LEWL is in process plant equipment manufacturing business. It also provides engineering and infrastructure solutions, encompassing designing, engineering, manufacturing, fabrication</p> |

| | | <p>and installation of heavy equipment, as well as machinery and systems for customers of hydrocarbon (oil & gas) sector, steel processing industries, captive power plants used in steel plants, marine sector, ports, heat exchangers used by nuclear power plants as well as other projects.</p> <p>Brief details of the net worth, total assets and turnover (including other income) for the year ended 30th September 2025, basis Standalone Audited Financials for LICL, MHPL, TIPL and LEWL are set out below:</p> <p style="text-align: right;">Amount (Rs. in crore)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Net worth</th> <th>Turnover (including other income)</th> <th>Total Assets</th> </tr> </thead> <tbody> <tr> <td>Lloyds Infrastructure & Construction Limited</td> <td>227.96</td> <td>911.23</td> <td>663.24</td> </tr> <tr> <td>Metalfab Hightech Private Limited</td> <td>27.34</td> <td>84.55</td> <td>275.16</td> </tr> <tr> <td>Techno Industries Private Limited</td> <td>72.56</td> <td>70.12</td> <td>208.33</td> </tr> <tr> <td>Lloyds Engineering Works Limited</td> <td>1,154.34</td> <td>434.54</td> <td>1,571.03</td> </tr> </tbody> </table> | Particulars | Net worth | Turnover (including other income) | Total Assets | Lloyds Infrastructure & Construction Limited | 227.96 | 911.23 | 663.24 | Metalfab Hightech Private Limited | 27.34 | 84.55 | 275.16 | Techno Industries Private Limited | 72.56 | 70.12 | 208.33 | Lloyds Engineering Works Limited | 1,154.34 | 434.54 | 1,571.03 |
|--|---|--|--------------|-----------|-----------------------------------|--------------|--|--------|--------|--------|-----------------------------------|-------|-------|--------|-----------------------------------|-------|-------|--------|----------------------------------|----------|--------|----------|
| Particulars | Net worth | Turnover (including other income) | Total Assets | | | | | | | | | | | | | | | | | | | |
| Lloyds Infrastructure & Construction Limited | 227.96 | 911.23 | 663.24 | | | | | | | | | | | | | | | | | | | |
| Metalfab Hightech Private Limited | 27.34 | 84.55 | 275.16 | | | | | | | | | | | | | | | | | | | |
| Techno Industries Private Limited | 72.56 | 70.12 | 208.33 | | | | | | | | | | | | | | | | | | | |
| Lloyds Engineering Works Limited | 1,154.34 | 434.54 | 1,571.03 | | | | | | | | | | | | | | | | | | | |
| b. | Whether the transaction would fall under Related Party Transaction ? If yes, whether the same is done at arms' length? | <p>Yes, the transaction is a related party transaction as the scheme of the Company is with subsidiary company and associate company and the same is being done on an arm's length basis.</p> <p>The valuation to determine the consideration under the Scheme has been done by Bansi S. Mehta Valuers LLP. In addition, Mark Corporate Advisors Private Limited has issued a Fairness Opinion on the consideration determined by the aforesaid valuer.</p> <p>However, it is pertinent to note that in terms of General Circular No. 30/2014 dated 17th July 2014 issued by Ministry of Corporate Affairs (the "MCA Circular"), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (the "Act"), will not attract the requirements of Section 188 of the Act.</p> | | | | | | | | | | | | | | | | | | | | |
| c. | Areas of Business of the Entities | <p>Transferor Company 1- LICL is engaged in construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway Infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and technological structure or any type of government or private construction contracts including BOOT, BOO, BOLT, PPP Models and the same can be carried out on own-account basis or on a fee or contract basis. LEWL holds 24.20% of the shareholding in LICL.</p> <p>Transferor Company 2- MHPL is engaged in heavy fabrication for steel, railways and infrastructure industries.</p> <p>Transferor Company 3- TIPL is engaged in the business of manufacturing of elevators, escalators, motors and pumps.</p> | | | | | | | | | | | | | | | | | | | | |

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|-----------|---------------------------------|---|
| | | <p>Transferee Company – LEWL is in process plant equipment manufacturing business. It also provides engineering and infrastructure solutions, encompassing designing, engineering, manufacturing, fabrication and installation of heavy equipment, as well as machinery and systems for customers of hydrocarbon (oil & gas) sector, steel processing industries, captive power plants used in steel plants, marine sector, ports, heat exchangers used by nuclear power plants as well as other projects.</p> |
| d. | Rationale for the scheme | <p>Lloyds Engineering Works Limited is presently engaged in the manufacture of process plant equipment and provides engineering and infrastructure solutions. It also provides engineering and infrastructure solutions, encompassing designing, engineering, manufacturing, fabrication and installation of heavy equipment, as well as machinery and systems for customers of hydrocarbon (oil & gas) sector, steel processing industries, captive power plants used in steel plants, marine sector, ports, heat exchangers used by nuclear power plants as well as other projects. Lloyds Infrastructure & Construction Limited engaged in construction activities such as design, engineering and construction of road infrastructure, bridge infrastructure, railway Infrastructure, industrial civil work, complex / township, slurry pipeline, fabrication of steel structures and technological structure or any type of government or private construction contracts including BOOT, BOO, BOLT, PPP Models and the same can be carried out on own-account basis or on a fee or contract basis.</p> <p>The amalgamation will create a unified engineering and infrastructure company. The amalgamation of LICL with LEWL will enable the combined entity to leverage LICL's robust order book of over ₹4,500 crore and proven project execution capabilities, thereby expanding operational scale in India, and enhancing competitiveness in bidding for and executing larger, multidisciplinary contracts.</p> <p>The proposed restructuring pursuant to this Scheme is, inter alia, expected to result in the following benefits:</p> <p>a) The proposed amalgamation will provide an opportunity to better leverage the combined assets and capital base, technical and operational capabilities which will improve the potential for further growth and expansion of the business of the merged entity;</p> <p>b) The proposed amalgamation will significantly strengthen the position of the combined entity in the industry in terms of assets base, , technical capabilities and financial capabilities;</p> <p>c)The amalgamated entity will benefit from strengthened organizational leadership through the integration of management teams and personnel from both companies, who have vast experience, diverse skills and talent to compete effectively in an increasingly competitive infrastructure and construction industry;</p> <p>d)The combined entity will have greater operational efficiency through elimination of duplication/redundant functions, centralized and focused</p> |

| | | |
|----|---|---|
| | | <p>management, consolidating and optimizing resources under a unified leadership;</p> <p>e) The combined entity will bring cost synergies with reduction in general and administrative expenses, reduction in compliance cost, bringing greater economies of scale in combined entity operations and optimization of resources;</p> <p>f) The combined entity will have enhanced financial strengths with large net worth, strong asset base and balance sheet, greater efficiency in cash management, unfettered access to cash flow generated by the combined businesses, efficient capital allocation and better capital utilization. These enhanced financial strengths will help grow business at a faster rate with improved borrowing capabilities and reduced borrowing costs; and</p> <p>g) The amalgamation will result in a simplified shareholding and group structure, thereby streamlining the ever-evolving regulatory compliance framework. It will improve corporate governance standards and bring more transparency.</p> <p>Thus, the merger is in the interest of the shareholders, creditors and all other stakeholders of the Companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.</p> |
| e. | In case of cash consideration amount or otherwise share exchange ratio | <p><u>Consideration for equity shareholders of the Transferor Company 1:</u></p> <p>Upon Part II of the Proposed Scheme becoming effective, the Transferee Company shall immediately following such transfer and vesting of the businesses of the Transferor Company 1 into the Transferee Company, without any application or deed, issue and allot equity shares, credited as fully paid-up, to the extent indicated below, to the equity shareholders of the Transferor Company 1 whose names appear in the register of members of the Transferor Company 1 on the Record Date (other than to the Transferee Company itself) or their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferor Company 1 in the following manner:</p> <p><i>“1,798 (One Thousand Seven Hundred Ninety-Eight) fully paid-up equity shares of Re. 1/- each of Transferee Company for every 1,500 (One Thousand Five Hundred) fully paid-up equity share of Re. 1/- each held in Transferor Company 1”.</i></p> <p><u>Consideration for equity shareholders of the Transferor Company 2:</u></p> <p>Upon Part III of the Proposed Scheme becoming effective, the Transferee Company shall immediately following such transfer and vesting of the businesses of the Transferor Company 2 into the Transferee Company, without any application or deed, issue and allot equity shares, credited as fully paid-up, to the extent indicated below, to the equity shareholders of the Transferor Company 2 whose names appear in the register of members of the Transferor Company 2 on the Record Date (other than to the Transferee Company itself) or their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferor Company 2 in the following manner:</p> |

| | | <p><i>“94 (Ninety-Four) fully paid-up equity shares of Re. 1/- each of Transferee Company for every 5 (five) fully paid-up equity share of Rs. 10/- each held in Transferor Company 2”.</i></p> <p>Consideration for equity shareholders of the Transferor Company 3: Upon Part IV of the Proposed Scheme becoming effective there shall be no issue or allotment of any additional or new equity shares by the Transferee Company as Transferee Company itself is the shareholder of Transferor Company 3.</p> <p>Note : Pursuant to Clause 12.2 and 22.2 of the Scheme, if any member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of the New Shares by the Transferee Company, the Board of the Transferee Company shall consolidate all such fractional entitlements and shall round up the aggregate of such fractions to the next whole number and issue consolidated New Shares to a trustee nominated by the Transferee Company (the “Trustee”), who shall hold such New Shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such equity shares in the market at such price or prices and on such time or times within ninety (90) days from the date of allotment, as the Trustee may in its sole discretion decide.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------------------------|---|--|----------------------|--------------|--|--------------|--|----------------------|--------------|----------------------|--------------|-----------------------------|--------------|--------|--------------|--------|--------|--------------|--------|---------------|--------|--------------------------------|----------|-------|----------|-------|--------------|----------------------|-------------|----------------------|-------------|
| f. | Brief details of change in shareholding of the listed entity. | <p><u>Change in Shareholding Pattern of the Transferee Company as on 26th December 2025</u></p> <table border="1" data-bbox="483 1115 1366 1711"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre- Scheme</th> <th colspan="2">Post -Scheme</th> </tr> <tr> <th>No. of equity shares</th> <th>% of holding</th> <th>No. of equity shares</th> <th>% of holding</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td> <td>72,61,50,723</td> <td>49.26%</td> <td>72,61,50,723</td> <td>39.14%</td> </tr> <tr> <td>Public</td> <td>74,78,36,719</td> <td>50.73%</td> <td>112,87,99,386</td> <td>60.85%</td> </tr> <tr> <td>Shares held by Employee Trusts</td> <td>2,14,584</td> <td>0.01%</td> <td>2,14,584</td> <td>0.01%</td> </tr> <tr> <td>TOTAL</td> <td>147,42,02,026</td> <td>100%</td> <td>185,51,64,693</td> <td>100%</td> </tr> </tbody> </table> <p>Note: The Company issued additional 1,05,784 number of equity shares on 7th November 2025 to the Employee trust.</p> | Particulars | Pre- Scheme | | Post -Scheme | | No. of equity shares | % of holding | No. of equity shares | % of holding | Promoter and Promoter Group | 72,61,50,723 | 49.26% | 72,61,50,723 | 39.14% | Public | 74,78,36,719 | 50.73% | 112,87,99,386 | 60.85% | Shares held by Employee Trusts | 2,14,584 | 0.01% | 2,14,584 | 0.01% | TOTAL | 147,42,02,026 | 100% | 185,51,64,693 | 100% |
| Particulars | Pre- Scheme | | | Post -Scheme | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | No. of equity shares | % of holding | No. of equity shares | % of holding | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Promoter and Promoter Group | 72,61,50,723 | 49.26% | 72,61,50,723 | 39.14% | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Public | 74,78,36,719 | 50.73% | 112,87,99,386 | 60.85% | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Shares held by Employee Trusts | 2,14,584 | 0.01% | 2,14,584 | 0.01% | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| TOTAL | 147,42,02,026 | 100% | 185,51,64,693 | 100% | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Lloyds Engineering Works Limited. Announces Strategic Merger: Merges Lloyds Infra, Metalfab, and Techno Industries to Create a Unified Engineering & Infrastructure Behemoth

Board approves Merger of three strategic entities into LEWL; Combined entity emerges as a complete "Design-to-Execution" solutions provider with a ~₹6,150 Crore Order Book (as on H1FY26)

Mumbai, India

Lloyds Engineering Works Limited (LEWL) today announced a historic milestone in its corporate evolution, approving the strategic **merger** of three group entities **Lloyds Infra and Construction Ltd (LICL), Metalfab, and Techno Industries** into LEWL.

This massive merger fundamentally transforms LEWL from a premium equipment manufacturer into a **Complete Engineering and Infrastructure Solutions Provider**. By dissolving the boundaries between its manufacturing arms and its infrastructure execution wing, LEWL creates a singular, streamlined entity capable of delivering the entire industrial value chain from conceptual design and high-precision manufacturing to turnkey project execution.

The Strategic Rationale: Unifying Design, Manufacturing, and Execution

The merger integrates the unique capabilities of four distinct powerhouses into one balance sheet:

1. **Design (LCE):** Through LICL's division, **Lloyds Consulting Engineers (LCE)**, the combined entity gains high-end design and engineering consultancy capabilities.
2. **Manufacturing (LEWL, Metalfab, Techno):** Consolidating the heavy engineering prowess of LEWL with the specialized component manufacturing of Metalfab and Techno.
3. **Execution (LICL):** Leveraging the massive EPC and infrastructure execution engine of LICL.

This vertical integration effectively resets the company's growth ceiling, allowing it to bid for and execute larger, multi-disciplinary contracts while capturing value at every stage of the project lifecycle.

H1FY26 Financial Performance: The Power of Merger

The merger consolidates the financial strengths of all four entities. The table below illustrates the **Pro-Forma Combined Performance** for the half-year ended September 30, 2025 (H1FY26):

| Entity | Total Income (₹ Cr) | EBITDA (₹ Cr) | PAT (₹ Cr) | Order Book (₹ Cr) |
|-------------------------|---------------------|---------------|--------------|-------------------|
| LEWL (Standalone) | 418.40 | 78.21 | 50.81 | 1,315 |
| Lloyds Infra (LICL) | 911.23 | 147.95 | 99.19 | 4,558 |
| Metalfab | 84.55 | 18.31 | 15.27 | 152 |
| Techno Industries | 70.12 | (2.37) | (4.29) | 124 |
| TOTAL (Combined) | 1,484.3 | 242.1 | 161.0 | 6,150 |

Operational Highlights (H1FY26) & Marquee Order Wins

- **Lloyds Engineering Works Ltd (Standalone):** The core manufacturing engine delivered strong growth with EBITDA margins stable at 18.69%. The company has solidified its market dominance by securing prestigious orders, including a landmark consortium deal with Primetals worth ₹613 Crore + €18 Million from the SAIL - IISCO Steel Plant (4.2 MTPA). Additionally, LEWL has bagged significant mandates from industry majors like FLSmidth and Reliance Industries.
- **Lloyds Infra and Construction Ltd (LICL):** The infrastructure giant brings immense scale and profitability, clocking a 16.2% EBITDA margin and a PAT of nearly ₹100 crore in just six months. Adding to its momentum, LICL has expanded its portfolio by securing a major road project worth over ₹340 crore, further diversifying its order book beyond industrial EPC.
- **Metalfab:** A high-margin performer, Metalfab contributed significantly with an impressive 21.65% EBITDA margin, reinforcing the group's operational efficiency.
- **Combined Strength:** The unified entity commands an order book of ~₹6,150 crore, providing robust long-term revenue visibility and a diversified mix of manufacturing and infrastructure projects.

Transaction Overview & Shareholding Impact

The merger of LICL (Associate), Metalfab (Subsidiary), and Techno Industries (Subsidiary) into LEWL is w.e.f 01/04/2025. The valuation for the merger has been pegged as follows:

- **Lloyds Infra (LICL):** Valued at **₹2,849 Crore**.
- **Metalfab:** Valued at **₹317 Crore**.

To facilitate this merger, LEWL will issue approximately **38.1 crore new shares** to the shareholders of the merging entities. Consequently, the company's total equity base will expand to **185.52 crore shares**, up from the pre-merger base of **147.42 crore shares**. This expanded equity base is inclusive of partly paid shares, which are slated to be converted into fully paid shares over time.

Strategic Shareholding Update:

Post-merger, Mr. B Prabhakaran and Family & along with his controlled entities will hold a significant stake of 21.03% in the expanded LEWL entity, reinforcing their long-term commitment to the company's growth trajectory.

Mr. Shree Krishna Gupta, Whole Time Director of Lloyds Engineering Works Ltd., highlighted the visionary nature of this unification:

"This merger is not just about size; it is about synergy. By bringing Lloyds Infra, Metalfab, and Techno Industries under one banner, we are eliminating silos. We are no longer just a manufacturer or just an EPC contractor – we are a complete solutions partner.

We are integrating the 'Design' capabilities of Lloyds Consulting Engineers, the 'Manufacturing' precision of LEWL, Techno and Metalfab, and the 'Execution' might of Lloyds Infra. With a combined order book exceeding ₹6,100 crore and a unified balance sheet, we are now in our strongest position ever to deliver stupendous growth and realize our target of 4x revenue growth in FY25."

The merger transaction described herein are subject to necessary statutory and regulatory approvals, including but not limited to approvals from the **Competition Commission of India (CCI)**, the **National Company Law Tribunal (NCLT)**, stock exchanges, and other relevant authorities.

About Lloyds Engineering Works Limited (LEWL):

Lloyds Engineering Works Limited, incorporated in 1994, is a complete customised Process plant equipment-providing company in India. It provides a complete engineering and infrastructure solutions package by designing engineering, manufacturing, fabrication and installation. Its products cover various categories in Heavy Equipment, Machinery and Systems for the Mining to Metal (Steel), Hydro carbon, Oil & Gas, Thermal Power Plants, Nuclear Power Plant, Heat recovery, Marine sectors on Turnkey basis s. Various authorities like the Industrial Boiler Regulatory Authority, SGS UK, Petroleum and Explosives Safety Organisation, etc. have approved its facilities. The company's state-of-the-art manufacturing facilities are located in Murbad, Thane, Nagpur & Bhilai and headquartered in Mumbai.

For more information, please contact:

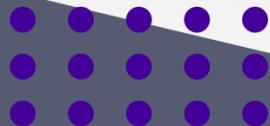


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Email: lloyds_ir@lloyds.in

Safe Harbour: This document may contain forward-looking statements about the Company, which are based on the beliefs, opinions, and expectations of the Company's management as of the date of this press release and the Company does not assume any obligation to update its forward-looking statements if those beliefs, opinions, expectations, or other circumstances should change. These statements are not the guarantees of future performance and involve risks and uncertainties that are difficult to predict. Consequently, readers should not place any undue reliance on such forward- looking statements.

LLOYDS ENGINEERING WORKS LIMITED



A DEFINING MOMENT

Creating an Engineering & Infrastructure Behemoth

Merger of:

LLOYDS INFRASTRUCTURE
& CONSTRUCTION



METALFAB



TECHNO INDUSTRIES



Outcome:

- ◆ **One unified, vertically integrated Design-to-Execution powerhouse**
- ◆ **Combined Order Book of ~₹6,149 Crore (H1FY26)**
- ◆ **Stronger scale, deeper capabilities, sharper execution**



MERGER OF GROUP ENTITIES

One Group. One Balance Sheet. One Vision.

BEFORE:

- Manufacturing and EPC capabilities operated across multiple entities
- Value captured in silos

WHAT THIS MEANS:

- Faster decision-making
- Better capital efficiency
- End-to-end project ownership

AFTER THE MERGER:

- Single, integrated entity
- Unified leadership, assets, and execution
- Simplified structure with enhanced bidding strength

STRATEGIC RATIONALE

DESIGN

- Lloyds Consulting Engineers (LCE)
- High-end engineering & consultancy expertise

MANUFACTURING

- Lloyds Engineering Works
- Metalfab
- Techno Industries
- Heavy engineering & precision components
- Lloyds Advance Defense System

EXECUTION

LICL's EPC & infrastructure execution strength

INTEGRATED OFFERING

- Ability to bid for large, multi-disciplinary contracts
- Value capture across the entire project lifecycle
- Resetting the company's long-term growth ceiling

COMBINED PERFORMANCE (H1FY26)

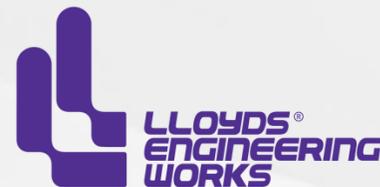


All figures in ₹ Cr.

| Entity | Total Income | EBITDA | PAT | Order Book |
|-------------------------|-----------------|---------------|---------------|--------------|
| LEWL (Standalone) | 418.40 | 78.21 | 50.81 | 1,315 |
| Lloyds Infra (LIICL) | 911.23 | 147.95 | 99.19 | 4,558 |
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OPERATIONAL HIGHLIGHTS & MARQUEE WINS

Execution Excellence at Scale (H1FY26)



LEWL

- EBITDA margin: 18.69%
- Landmark consortium order:
 - ₹613 Cr + €18 Mn (SAIL – IISCO Steel Plant, 4.2 MTPA)
- Key recent orders: Primetals Q3-FY26, Reliance Industries



LICL

- EBITDA margin: 16.2%
- PAT close to ₹100 Cr in 6 months
- Major road project win: ₹350+ Cr further diversifying its order book beyond industrial EPC.



METALFAB

- High-margin contributor
- EBITDA margin: 21.65%
- Received orders from leading Industrial Clients including BHEL, L&T and JSW



TECHNO INDUSTRIES

- Maintains an order book of ₹124.54 crore, with prestigious orders from Indian Railways and leading real estate developers; reported total income of ₹70 crore in H1FY26.



TRANSACTION STRUCTURE & SHAREHOLDING

Merger Mechanics & Ownership Impact

Appointed Date: 01 April 2025

SHARE EXCHANGE RATIOS:

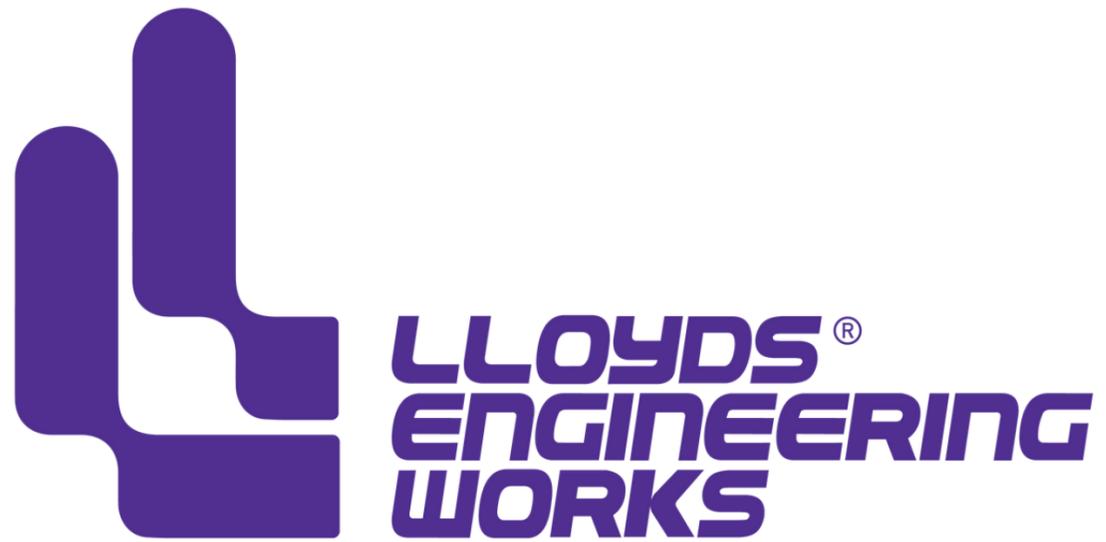
- LICL: 1,798 LEWL shares for every 1,500 LICL shares
- Metalfab: 94 LEWL shares for every 5 Metalfab shares

EQUITY EXPANSION:

- New shares issued: ~38.1 Cr
- Total equity post-merger: 185.52 Cr shares from the pre-merger base of 147.42 Cr shares

STRATEGIC SHAREHOLDING:

- Mr. B. Prabhakaran & family: 21.03% stake
- Reinforces long-term promoter commitment



THANK YOU

