



April 16, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers, 1st Floor,
Dalal Street, Mumbai – 400001
BSE Scrip Code: 512463

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

Sub: Notice of Postal Ballot

Ref: Intimation under Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) the Postal Ballot Notice has been electronically sent to all the Members, whose names appear in the Register of Members or list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose Email IDs are registered with the Company / Depositories as on Friday, April 10, 2026 (“**Cut-off date**”) and who have registered their email addresses with the Company or the Registrar & Share Transfer Agent or with the Depositories / Depository Participants, in accordance with the various Circulars issued by Ministry of Corporate Affairs (MCA), (“**MCA Circulars**”) and the Circulars issued from time to time by the SEBI (the “**SEBI Circulars**”). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

Further, in compliance with Regulation 30 of SEBI Listing Regulations, please find attached herewith a copy of the Postal Ballot Notice along with the Explanatory Statement for your records.

The Company has engaged the services of the NSDL for providing E-voting facility to the Members.

Some of the important details and dates regarding the remote e-voting facility are as follows:

Particulars	Notes
EVEN (E-Voting Event Number)	139103
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, April 10, 2026
Voting start date and time	Friday, April 17, 2026 09:00 AM (IST)
Voting end date and time	Saturday, May 16, 2026 05:00 PM (IST)

LLOYDS ENTERPRISES LIMITED

Registered Address: A-2, 2nd Floor, Madhu Industrial Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013

Tel: 022 - 6291 8111 Email: lloydcenterprises@lloyds.in Website: www.lloydcenterprises.in

(CIN) L27100MH1986PLC041252



The e-voting module shall be disabled by the NSDL thereafter. The results of voting by means of Postal Ballot through Remote E-voting along with the Report of the Scrutinizer shall be declared by the Chairman or any person authorized by him within 2 working days under Regulation 44 of the SEBI Listing Regulations and the same will be communicated to the Stock Exchanges along with the Scrutinizers Report within the prescribed time.

The said Postal Ballot Notice is being made available on the website of the Company, viz., www.lloydsenterprises.in and on the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). It is also being made available on the website of NSDL at the weblink www.evoting.nsd.com.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For Lloyds Enterprises Limited

Pranjal Mahapure
Company Secretary & Compliance Officer
Membership No: ACS69408

Encl: as above

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NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, April 17, 2026 AT 9:00 A.M. (IST)	Saturday, May 16, 2026 AT 5:00 P.M. (IST)

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT pursuant to the provisions of Section 108 & 110, of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions if any (**"the Act"** including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014, read with General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (**the "MCA Circulars"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"** including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force) and the Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force), the resolutions as set out in this Postal Ballot Notice are proposed to be passed by the members of the Company (as on the Cut-off Date) (**"Members"**), through postal ballot (**the "Postal Ballot"**) only by way of remote e-voting (**"e-voting"**) process i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s) and the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The details of the procedure to cast the vote forms part of the **"Notes"** to this Notice.

In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of **National Securities and Depository Limited ("NSDL")** for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by

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following the procedure as stated in the Notes forming part of the Notice. The last date of e-voting, i.e. **Saturday, May 16, 2026**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Board of Directors of the Company now propose to obtain the consent of the members by way of the Postal Ballot for the matter as considered in the resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act read with the applicable provisions of the SEBI Listing Regulations, pertaining to the said resolution setting out material facts and the reason for the resolution is also annexed.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

- 1. APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 INTERALIA TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY ANY PERSON OR BODY CORPORATE AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED:**

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through postal ballot dated January 14, 2015 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Company’s Memorandum of Association and Articles of Association and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise required, any committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in one or

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more tranches in future, which may exceed aggregate permissible limit i.e. sixty percent (60%) of the paid-up capital of the Company and its free reserves and securities premium account or Hundred percent (100%) of its free reserves and securities premium account, whichever is more, or Rs. 5,000 Crore (Rupees Five Thousand Crore Only) whichever is higher.

RESOLVED FURTHER THAT the Board and any Committee of the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board and any Committee of the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. APPROVAL FOR OVERALL BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through postal ballot dated January 14, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be

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deemed to include, unless the context otherwise required, any committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), for borrowing, from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from banks, financial institutions, bodies corporate, companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, for the purpose of business of the Company, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), which may exceed the aggregate of the paid up capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed the aggregate of the paid up capital, free reserves and securities premium of the Company or Rs. 3,000 Crore (Rupees Three Thousand Crore only), whichever is higher.

RESOLVED FURTHER THAT the Board and any Committee of the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board and any Committee of the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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3. APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through postal ballot dated January 14, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise required, any committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to sell, lease or dispose of in any manner including but not limited to mortgage, hypothecate, create floating charge, or in any manner create charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”), on such terms and conditions at such time(s) and in such form and manner, and with such ranking in terms of priority, as the Board in its absolute discretion thinks fit, to or in favour of any banks, financial institutions, bodies corporate, companies, security trustees, firms or any one or more persons, whether securities holders of the Company or not, to secure the borrowing facility together with interest, cost, charges and expenses thereon provided that the aggregate indebtedness, so secured by the assets do not at any time exceed the aggregate value of limits approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board and any Committee of the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board and any Committee of the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

4. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH GEOMYSORE SERVICES INDIA PVT LTD:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulations 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”) read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited (“the Company”), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements /transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the explanatory statement with Geomysore Services India Pvt. Ltd. (“**GMSI**”/“**related party**”) as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and GMSI for an aggregate value of up to Rs. 1000 crores (Rupees One Thousand Crores) and the said approval shall remain valid for a period of 1 (One) year from the date of passing of this resolution, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (“**the Board**”), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any

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further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution.”

**By Order of the Board of Directors
For and on behalf of
Lloyds Enterprises Limited**

**Place: Mumbai
Date: April 14, 2026**

**Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer
Membership No: ACS69408**

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI Listing Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the proposed resolutions set out in Item No. 1, 2, 3 & 4 of this Postal Ballot Notice, is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (**the "Rules"**) and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars (collectively referred to as "**MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India, the Company is permitted to conduct the postal ballot process through electronic form.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email addresses are registered with the Company / Depository Participant(s), as on **Friday, April 10, 2026 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their Email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the SEBI Listing Regulations, 2015 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended ("**SEBI Master Circular**") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, April 10, 2026 ("cut-off date")**.
5. The remote e-voting period commences at **09:00 A.M. (IST) on Friday, April 17, 2026** and will end at **05:00 P.M. (IST) on Saturday, May 16, 2026** and the remote e-voting will be blocked and voting shall not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, April 10, 2026**, may cast their vote electronically. Once the member casts their vote on the Resolution, he or she

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will not be allowed to change it subsequently.

6. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name(s) of the shareholder(s) as on **Friday, April 10, 2026**.
7. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
8. Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary (FCS No. 10070 and CP No. 12891) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced within 2 (two) working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.lloydsenterprises.in> and on the website of NSDL www.evoting.nsd.com and communicated to the stock exchanges and RTA on the said date.
10. Those Members whose Email IDs are not registered can get it registered as follows:
 - Members holding shares in de-mat form can get their Email ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their Email ID registered by contacting our Registrar and Share Transfer Agent “**Bigshare Services Private Limited**” on their Email ID investor@bigshareonline.com and submit the relevant documents at their registered office at - Office No S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093.
11. Members may note that this Postal Ballot Notice will also be available on the Company’s website at www.lloydsenterprises.in, and on the websites of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and NSDL at www.evoting.nsd.com
12. Electronic copies of all the documents referred to in the accompanying Notice of the Postal Ballot and the Explanatory Statement shall be made available for inspection. Members desiring inspection may send their request in writing to the Company at lloydsenterprises@lloyds.in
13. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Saturday, May 16, 2026**.

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14. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.

15. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for

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	<p>IDEAS Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

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

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

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

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

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

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

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to lloydsenterprises@lloyds.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to lloydsenterprises@lloyds.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Information at a glance:

Particulars	Notes
EVEN (E-Voting Event Number)	139103
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, April 10, 2026
Voting start date and time	Friday, April 17, 2026 09:00 AM (IST)
Voting end date and time	Saturday, May 16, 2026 05:00 PM (IST)
Date on which the resolution is deemed to be passed	Saturday, May 16, 2026
Name, address and contact details of Registrar and Share Transfer Agent	Bigshare Services Private Limited Office No. S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093. Email ID: investor@bigshareonline.com
Name, address and contact details of e-voting service provider	National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra 400013 Email ID: evoting@nsdl.com
NSDL e-voting website address	www.evoting.nsdl.com
Name of the scrutinizer	Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary

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EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following explanatory statement sets out material facts relating to the businesses mentioned under Resolution of the accompanying Notice:

ITEM NO: 1

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 (hereinafter referred to as "the Act") every company needs to obtain prior approval of its Members' through special resolution if it is proposing to:

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

In light of the Company's expanding business activities, its future plans, and to support its long-term strategic and operational objectives, there is a need to enhance financial flexibility and optimize the financing structure. To achieve this, the Company may pursue investments in other corporate entities, grant loans, provide guarantees, or offer securities to other persons or bodies corporate, including its subsidiary and group companies (collectively referred to as the "Entities"). This support will address the short-term funding requirements of these Entities, including episodic needs that may arise over time. Such measures are essential for fostering growth and ensuring the financial stability of the Company and its affiliates.

Accordingly, the Board of Directors of the Company at their meeting held on April 14, 2026 recommended a proposal for approval of the Members of the Company for revision in limits under Section 186 upto the aggregate of the sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more or Rs. 5,000 Crore (Rupees Five Thousand Crore only), whichever is higher.

The Board, recommends passing of this Special Resolution as set out at Item No. 1 of this Notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 1 of the Notice

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ITEM NO: 2 & 3

Pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 ("the Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (as amended from time to time) ("the Rules"), the Board of Directors of the Company have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Members of the Company has been obtained.

Further, pursuant to the provisions of Section 180(1)(a) of the Act and the Rules, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, provided a consent by way of Special Resolution by the Members of the Company has been obtained.

The Members of the Company through Postal Ballot dated January 14, 2015, approved borrowing limits of up to an aggregate amount not exceeding ₹ 2,000 Crores (Rupees Two Thousand Crores only), in excess of the aggregate of the Company's paid-up share capital and free reserves, and authorized the creation of corresponding security in respect thereof.

In line with the expanding business activities, its future plans, and to support its long-term strategic and operational objectives, the Company may require to borrow additional funds together with the monies already borrowed by the Company within the meaning of Section 180(1)(c) and in order to secure such borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. Further, the terms of such security may include a right to take over control of the said assets and properties of the Company, in case of events of default and such transaction may be consider as sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Act.

Therefore, the Board at their meeting held on April 14, 2026 recommended a proposal for approval of the Members of the Company for revision in limits under Section 180(1)(c) & 180(1)(a) upto the aggregate of the paid-up capital, free reserves and securities premium of the Company or Rs. 3,000 Crore (Rupees Three Thousand Crore Only), whichever is higher.

The Board, recommends passing of this Special Resolution as set out at Item No. 2 & 3 of this Notice, for your approval.

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None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 2 & 3 of the Notice.

ITEM NO: 4

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm’s length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party exceed 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

All **material related party transactions** are required to receive **prior approval of the shareholders**, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited (“**LEL**” or the “**the Company**”) proposes to enter into material Related Party Transaction(s) with Geomysore Services India Pvt Ltd (“**GMSI**”/“**Related Party**”). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and GMSI, for an aggregate value up to Rs. 1000 crores (Rupees One Thousand Crores) for Giving / taking of Guarantees (including performance guarantees), surety or Indemnities, comfort letters or similar obligations and Guarantee Commission / Fees. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on Tuesday, April 14, 2026, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company. Based on the Committee’s recommendations, the Board of Directors recommends the resolution set out in Item No. 4 for approval by the shareholders by way of an Ordinary Resolution.

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In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in "Annexure A". The maximum value of such transactions is estimated based on the Company's existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management, and based on the mandatory disclosures required to be furnished under the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated October 13, 2025, considered the proposed transaction at its meeting held on April 14, 2026. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm's length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated January 30, 2026 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, issued by the SEBI titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are annexed to this Notice.

Except Mr. Rajesh Gupta and Mr. Babulal Agarwal together with their relative(s) none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the Members.

**By Order of the Board of Directors
For and on behalf of
Lloyds Enterprises Limited**

**Place: Mumbai
Date: April 14, 2026**

**Pranjal Mahapure
Company Secretary & Compliance Officer
Membership No.: ACS69408**

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Disclosure of Lloyds Enterprises Limited
(“the Company” or “Listed entity”)
in accordance with
Industry Standards on “Minimum Information to be provided to the Audit Committee
and
Shareholders for Approval of Related Party Transactions (RPTs)” dated October 13,
2025
(“RPT Industry Standards”)

MINIMUM INFORMATION OF THE PROPOSED RELATED PARTY TRANSACTIONS

Annexure A

Sr. No.	Particulars of the information	Information provided by the management
A(1) Basic details of the related party		
1	Name of the related party	Geomysore Services India Pvt Ltd (“GMSI”)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Carrying on minerals exploration & mining activities.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	GMSI, the Related Party is a Company incorporated under the Companies Act. LEL holds a 31.58% economic stake in GMSI through its 50% investment in Prakar Estate and Promoters LLP.
	<ul style="list-style-type: none"> • Shareholding of the listed entity, whether direct or indirect, in the related party. 	LEL holds a 31.58% economic stake in GMSI through its 50% investment in Prakar Estate and Promoters LLP.
	<ul style="list-style-type: none"> • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity. 	Not Applicable
	<ul style="list-style-type: none"> • Shareholding of the related party, whether direct or indirect, in the listed entity. 	Not Applicable

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Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.

A(3) Details of previous transactions with the related party

1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Not Applicable
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) Amount of the proposed transaction(s)

1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 1,000 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“ Listing Regulations ”).
3	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	* The value of the proposed transaction is Rs. 1,000 crores which is equivalent to 67.19% of Annual Consolidated Turnover of the Company for Financial Year 2024-25. <i>(Annual Consolidated Turnover of the Company for the Financial Year 2024- 25 was Rs. 1488.28 Crores.)</i>

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		* The audited financial statements for FY 2024-25 have been considered, as the financial statements for FY 2025-26 are currently under preparation.		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable		
6	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	*For FY 2024-25 Amount (in Crores)	
		Turnover	0.73	
		Profit After Tax	(27.40)	
		Net worth	417.91	
* The audited financial statements for FY 2024-25 have been considered, as the financial statements for FY 2025-26 are currently under preparation.				
A(5) Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sr. No	Nature of Transactions	Amount (Rs in Crores)
		1.	Giving / taking of Guarantees, Securities or Indemnities Guarantee Commission / Fees	1,000
2	Details of each type of the proposed transaction			

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3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 (One) Year from the date of passing of this resolution.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 1,000 Crores. (Rupees One Thousand Crore Only). As omnibus approval is sought for the aforesaid related party transaction for one financial year, the estimated break-up financial year-wise is not applicable.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT's are in the interest of the Company as they enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. The transactions are undertaken in the ordinary course of business and on an arm's length basis. The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	Except Mr. Rajesh Gupta and Mr. Babulal Agarwal together with their relative(s), none of the other Directors/KMP are concerned or interested
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director /	Not Applicable

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	KMP, whether direct or indirect, in the related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable: as arm's length price will be charged
9	Other information relevant for decision making	The proposed material RPTs will be envisaged as an enabling approval from the shareholders of the Company, whenever required.

PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee/surety/indemnity/comfort letter will enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. These arrangements will be undertaken in the ordinary course of business and on an arm's length basis, and are in the best interest of both the Company and GMSI.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, the proposed guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of the terms agreed
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary;	Not Applicable

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	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	<p>The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto Rs. 1000 Crore.</p> <p>At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards.</p> <p>In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles</p>

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related	The related party is in the process of obtaining a credit rating.

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	<p>party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p><i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p><i>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request</i></p>	
2	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	
	FY 2025-2026	Entity continues as a going concern
	FY 2024-2025	Entity continues as a going concern
	FY 2023-2024	Entity continues as a going concern
3	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>The value of obligations undertaken pursuant to the proposed guarantee, surety, indemnity, or comfort letter is upto Rs. 1000 Crore.</p> <p>At present, no provision is required to be made in the books of account of the Company or its subsidiary in respect of the said obligation, as the same represents a contingent liability. Appropriate disclosures, if any, shall be made in the financial statements in accordance with applicable accounting standards.</p> <p>In the event of invocation of the guarantee or obligation, necessary provisions shall be made in the books of account as per applicable accounting principles</p>
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p>	Not Applicable

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In addition, state the following:	
a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable
b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	Not Applicable
c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable
FY 2025-2026	
FY 2024-2025	
FY 2023-2024	

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