



LLOYDS STEELS INDUSTRIES LIMITED

Corporate Office :A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel (W), Mumbai 400 013.
Tel: 91-22-6291 8111 email : infoengg@lloyds.in website: www.lloydsengg.in CIN : L28900MH1994PLC081235

MP/LSIL/ BSEL-NSEL/2021/76

19.10.2021

The Department of Corporate Services, BSE Limited 27th Floor, P.J. Towers, Dalal Street, Mumbai - 400 001	The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Scrip Code : 539992	Symbol: LSIL

Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting of Lloyds Steels Industries Limited.

We would like to inform you that the Extraordinary General Meeting of the Company is scheduled to be held on Friday, 12th November, 2021 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 8th April, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020 and MCA General Circular No. 02/2021 dated 13th January, 2021.

The Notice of the Extraordinary General Meeting of the Company is attached herewith, the same is also available on the website of the Company i.e www.lloydsengg.in.

The schedule of the EGM is set out below:

Event	Date	Time
Cut-off date to vote on EGM resolutions	5 th November ,2021	N.A.
Commencement of e-voting	8 th November,2021	09:00 AM IST
End of e-voting	11 th November,2021	05:00 PM IST
EGM	12 th November,2021	11:30 AM IST

We request you to kindly take a note of the above.

Thanking you,

Yours faithfully,

For Lloyds Steels Industries Limited

MEENAKSHI
ANKIT PANSARI

Digitally signed by
MEENAKSHI ANKIT PANSARI
Date: 2021.10.19 16:47:00
+05'30'

Meenakshi A. Pansari
Company Secretary



LLOYDS STEELS INDUSTRIES LIMITED

Corporate Office : A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel (W), Mumbai 400 013.
Tel: 91-22-6291 8111 Email : infoengg@lloyds.in Website: www.lloydsengg.in CIN : L28900MH1994PLC081235

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) of the Members of the **Lloyds Steels Industries Limited** will be held on **Friday, 12th November, 2021 at 11:30 A.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS:

1. Re-Designation of Mr. Kishorkumar Mohanlal Pradhan (DIN- 02749508) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd July, 2021 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. K.M. Pradhan (DIN:02749508) from the status of Non-Executive Non-Independent Director to Non- Executive Independent Director who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 years on the Board of the Company w.e.f. 22nd July 2021 to 21st July 2026.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

2. Appointment of Mr. Ashok Kumar Sharma (DIN: 09352764) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th October, 2021 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Ashok Kumar Sharma (DIN:09352764) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 years on the Board of the Company w.e.f. 14th October, 2021 to 13th October, 2026.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

3. Approval for Related Party Transaction(s) with Lloyds Metals and Energy Limited (LMEL).

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the Company’s policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into Contract(s)/ arrangement(s)/ transaction(s) with Lloyds Metals and Energy Limited (LMEL), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.350 Crores at arm’s length basis and in the ordinary course of business of the Company till the execution and/or termination of these Contract(s)/ arrangement(s)/ transaction(s).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any of the Director(s) or Chief Financial Officer or Company Secretary or to any other Officer(s)/ Authorized Representative(s) of the Company and to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

4. Revision in Remuneration of Mr. Mukesh R. Gupta, Chairman and Whole Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any of the Companies Act,2013 (“Act”) read with the schedule V of the Act and rules made thereunder, including any statutory modifications thereof or any other law, the Approval/Consent of members be and is hereby accorded for the revision in the Remuneration Structure of Mr. Mukesh R. Gupta (DIN:00028347), Chairman and Whole Time Director of the Company w.e.f 1st October, 2021 to be paid as under including salary, allowances and perquisites for his remaining tenure up to 30.05.2024 as stated below:

- a) Remuneration:
Rs.9,60,000/- (Rupees Nine Lakhs Sixty Thousand only) per annum by way of salary.
- b) Perquisites and Allowances:
Rs.89,24,808/- (Rupees Eighty-Nine Lakhs Twenty-Four Thousand Eight Hundred and Eight Rupees Only) per annum by way of Perquisites and Allowances excluding the following:
 - i) Contribution to Provident Fund and Superannuation Fund, as per rules of the Company.
 - ii) Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.
 - iii) Leave and Encashment of Leave as per the Rules of the Company.
- c) The Company shall pay to or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. Mukesh R. Gupta shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the all other terms of appointment shall remain same as it was approved in the Shareholders meeting on 15th July 2021.

RESOLVED FURTHER THAT Board of the Directors and/or Company Secretary of the Company be and is hereby authorized to file necessary forms and returns with the Central Government, Registrar of Companies OR any other authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution”

5. Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 90,00,00,000/- (Rupees Ninety Crores only) consisting of

90,00,00,000 (Ninety Crores) Equity Shares of Re.1/- (Rupee One) each to Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores only) consisting of 110,00,00,000 (One Hundred and Ten Crores) Equity Shares of Re.1/- (Rupee One) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores only) divided into 110,00,00,000 (One Hundred and Ten Crores) Equity Shares of Re.1/- (Rupee One) each.”

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

6. Preferential Issue of Convertible Warrants

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

“RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**SEBI (ICDR) Regulations, 2018**”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot way of Preferential Allotment, upto 16,50,00,000 (Sixteen Crores Fifty Lakhs) Convertible Warrants of Face value of Re. 1/- (Rupee One only) each at a premium of Rs. 2.86 (Rupees Two and Eighty Six paise only) each aggregating to Rs. 63,69,00,000/- (Rupees Sixty Three Crores Sixty Nine Lacs

only) to Promoter/ Promoter Group, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants	Name of the Ultimate Beneficiaries/ Owners
	Promoter/ Promoter Group	proposed to be allotted	
1.	Lloyds Metals & Minerals Trading LLP	8,25,00,000	i. Mr. Ravi Agarwal ii. Mr. Shreekrishna Mukesh Gupta iii. Mr. Madhur Rajesh Gupta
2.	Plutus Trade & Commodities LLP	8,25,00,000	i. Mr. Ravi Agarwal ii. Mr. Shreekrishna Mukesh Gupta iii. Mr. Madhur Rajesh Gupta
	Total	16,50,00,000	

RESOLVED FURTHER THAT:

- i. The Relevant Date for the purpose of pricing of issue of the Convertible Warrants in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 13th October, 2021 being the 30th day prior to 12th November, 2021 i.e., the date on which the Extraordinary General Meeting of the shareholders is convened, in terms of the Companies Act, 2013 to consider the proposed preferential issue and the conversion price for the conversion of warrants into Equity Shares is the said Relevant date as per SEBI (ICDR) Regulations, 2018.
- ii. The Convertible warrants as may be offered, issued and allotted in accordance with the terms of this resolution, shall be in dematerialised form and the Equity Shares to be allotted on exercise of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- iii. The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Convertible Warrants and the Equity Shares issued and allotted pursuant to the exercise of the warrants shall be locked in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of allotment into one fully paid-up Equity Share of Re.1/- each at the price which be determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares

pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Convertible Warrants of the Company as it may in its absolute discretion deem fit and proper.

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

**By Order of the Board
For Lloyds Steels Industries Limited
Sd/-**

**Date: 14th October, 2021
Place: Mumbai**

**Meenakshi A. Pansari
Company Secretary
ACS – 53927**

NOTES:

1. The EGM will be held on Friday, 12th November, 2021 at 11.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 and 02/2021 dated 13th January, 2021 and SEBI circular SEBI Circular dated 12th May, 2020 and SEBI Circular dated 15th January, 2021.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated May 5, 2020 and April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extraordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company in email Id mapansari@lloyds.in, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows: –
 - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email ID investor@bigshareonline.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id investor@bigshareonline.com.
6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice under **Note No. 20**.
8. As the Extraordinary General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions if any at least 10 days' in advance relating to the business specified in this Notice of EGM on the Email ID mapansari@lloyds.in.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
11. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to infoengg@lloyds.in.
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No. 19**.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Notice of EGM will be placed on the Company's website on www.lloydsengg.in
15. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.
16. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
17. Shareholders of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. **15th October, 2021** will receive the Notice of EGM through electronic mode only.
18. As per the MCA General Circular 20/2020 dated 05th May, 2020 and 02/2021 dated 13th January, 2021, the Notice of EGM will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.
- 19. Information and other instructions relating to e-voting are as under:**
 - a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its member's facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system. (**'remote e-voting'**).
 - b. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
 - c. The Board of Directors of the Company has appointed M/s. H. Maheshwari & Associates, Practicing Company Secretaries, as the Scrutinizer, to scrutinize the e-voting during the EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **5th November, 2021**.
 - e. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the

depositories as on the cut-off date, i.e. **5th November, 2021** only shall be entitled to avail the facility of remote e-voting OR e-voting at the EGM.

- f. The Scrutinizer, after scrutinizing e-voting at the EGM and remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.lloydsengg.in. The results shall simultaneously be communicated to the Stock Exchange.
- g. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **12th November, 2021**.
- h. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on **8th November, 2021 at 9.00 a.m. and ends on 11th November, 2021 at 5.00 p.m.** During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **5th November, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.

	<ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the EGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224430

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

v) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.**

- i. The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
- ii. Click on **"Shareholders"** tab.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

- vi. After entering these details appropriately, click on **"SUBMIT"** tab.
- vii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for **"LLOYDS STEELS INDUSTRIES LIMITED"** on which you choose to vote.

- x. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/ NO**” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xiii. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- xv. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

vi) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address infoengg@lloyds.in and mapansari@lloyds.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

vii) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.
- viii) If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- xi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

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

- a) The procedure for attending meeting & e-Voting on the day of the EGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c) Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the EGM through VC/OAVM can apply at infoengg@lloyds.in, mapansari@lloyds.in requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
- d) Members who are desirous of attending the EGM through VC/ OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in **Point No. 5** of this Notice.
- e) Members who are desirous of attending the EGM may send their request by 5th November, 2021. On successful registration with the company, the invitation to join the EGM will be sent to the Members on their registered email IDs latest by 10th November, 2021. This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the EGM will be shared on the registered email id of the member only after successful registration with the Company.
- f) Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting ID/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
- g) In case of Android/I phone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
- h) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.

- i) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- j) The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
- k) Institutional Shareholders are encouraged to participate at the EGM through VC/OAVM and vote thereat.

21. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk. evoting@cdslindia.com.
22. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling EGM has been uploaded on the website of the Company at www.lloyds.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange Limited at www.bseindia.com and www.connect2nse.com .in respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
23. Investor Grievance Redressal:- The Company has designated an e-mail id infoengg@lloyds.in, mapansari@lloyds.in to enable investors to register their complaints, if any.
24. The details of Director's Appointment or Re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India are as below:

Name of Director	Mr. K M Pradhan	Mr. Ashok Kumar Sharma
DIN	02749508	09352764
Date of Birth	13.08.1958	10.01.1961
Age	62 Years	61 Years
Date of first appointment on the Board	11.09.2020	14.10.2021
Qualifications	M.com	B. Sc. (Mech. Engg.)
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Shri. K. M. Pradhan, aged 62 years is an experienced Banking Professional. Shri. Pradhan has worked with Indian Airlines, Reserve Bank of India, Bank of India and joined the Industrial Development Bank of India (IDBI) in 1983. After serving 37 years in different departments of the Banking Sector, he	Shri. Ashok Kumar Sharma, aged 60 years is a qualified Mechanical Engineer from NIT, Jamshedpur. After completing a orientation course in Nuclear Engineering at Bhabha Atomic Research Centre, Mumbai, Shri. Ashok Kumar Sharma joined the Nuclear Power Board, Mumbai and acquired rich experience in

	retired as General Manager from IDBI. During his tenure with IDBI, he was deputed to Investor Services of India Limited which was a subsidiary of IDBI for 3 years as Chief Executive Incharge. Shri. K.M. Pradhan during his 37 years of service worked in Project Finance, Central Administration, Research, Central Accounts, Resource Management, Human Resources, Recovery (NPA Management), Audit, Business Development & Central Strategic and Planning Departments and acquired rich experience.	Designing Pressurized Heavy Water Reactors and Development of Motors/ PHWRs and rose to the level of Associated Director of the Procurement Directorate of the Nuclear Power Corporation of India Limited and superannuated in January 2021 after 35 years of meritorious service.
Directorship Held in Other Listed companies	Nil	Nil
Memberships/ Chairmanships of committees of other Listed companies \$	Nil	Nil
Number of shares held in the Company	Nil	Nil
Terms and conditions of appointment	Non-Executive Independent Director, Not Liable to retire by rotation.	Non-Executive Independent Director, Not Liable to retire by rotation.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	3	1

\$ (includes only Audit Committee and Stakeholders' Relationship Committee.)

25. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**By Order of the Board
For Lloyds Steels Industries Limited
Sd/-**

**Date: 14th October, 2021
Place: Mumbai**

**Meenakshi A. Pansari
Company Secretary**

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

Annexed to the Notice convening the Extraordinary General Meeting Scheduled to be held on Friday, 12th November, 2021

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

Item No. 1:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, vide its resolutions dated 11th September, 2020 appointed Mr. Kishorkumar Mohanlal Pradhan (DIN: 02749508) as an Additional Non-Executive Director of the Company with effect from 11th September, 2020. Subsequently his position was regularized in the Annual General Meeting held on 15th July 2021 as a Non-Executive Director of the Company.

However, The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in the meeting held on 22nd July, 2021 vide its resolutions the Designation of Mr. K.M. Pradhan was changed from Non -Executive Non Independent Director to Non-Executive Independent Director subject to the approval of shareholders, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

The aforementioned Director is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. K.M. Pradhan to be appointed as a Non-Executive Independent Director of the Company as per the relevant provisions of the Companies Act, 2013. Further, as per the proviso to Sec. 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Hence, there is no requirement of submission of requisite deposit.

A copy of the draft letter for appointment of Mr. K.M. Pradhan setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Note No. 11 of this Notice.

Shri. K. M. Pradhan, aged 62 years is an experienced Banking Professional. Shri. Pradhan has worked with Indian Airlines, Reserve Bank of India, Bank of India and joined the Industrial Development Bank of India (IDBI) in 1983. After serving 37 years in different departments of the Banking Sector, he retired as General Manager from IDBI. During his tenure with IDBI, he was deputed to Investor Services of India Limited which was a subsidiary of IDBI for 3 years as Chief Executive Incharge.

Shri. K.M. Pradhan during his 37 years of service worked in Project Finance, Central Administration, Research, Central Accounts, Resource Management, Human Resources, Recovery (NPA Management), Audit, Business Development & Central Strategic and Planning Departments and acquired rich experience. Shri. K.M. Pradhan being an experienced professional will be valuable to our Company's Board.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting

The Board of Directors recommends the passing of the **Ordinary Resolution** as set out in **Item No. 1** of the Notice for your approval.

Except Mr. K.M. Pradhan being an appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

Item no. 2

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, vide its Resolutions dated 14th October, 2021 appointed Mr. Ashok Kumar Sharma (DIN: 09352764) as an Additional Non-Executive Independent Director of the Company with effect from 14th October 2021, who holds office up to the date of ensuing Annual General Meeting. Ashok Kumar Sharma has given declaration to the Board of Directors of the Company that he meets the criteria of independence as required under section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with consent to act as Director of the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

The aforementioned Director is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Mr. Ashok Kumar Sharma to be appointed as an Independent Director of the Company as per the relevant provisions of the Companies Act, 2013. Further, as per the proviso to Sec. 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Ashok Kumar Sharma is an Independent Director of the Company, there is no requirement of submission of requisite deposit. A copy of the draft letter for appointment of Mr. Ashok Kumar Sharma setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Note No.11 of this Notice.

Mr. Ashok Kumar Sharma is a Graduate in Mech. engineering, aged 61 years is a qualified Mechanical Engineer from NIT, Jamshedpur. After completing an orientation course in Nuclear Engineering at Bhabha Atomic Research Centre, Mumbai, Shri. Ashok Kumar Sharma joined the Nuclear Power Board, Mumbai and acquired rich experience in Designing Pressurized Heavy Water Reactors and Development of Motors/ PHWRs and rose to the level of Associated Director of the Procurement Directorate of the Nuclear Power Corporation of India Limited and superannuated in January 2021 after 35 years of meritorious service.

The induction of Shri. Ashok Kumar Sharma, being an experienced professional and a technocrat in the Board of our Company will immensely strengthen the Company's Board.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Extraordinary General Meeting.

The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 2 of the Notice for your approval.

Except Mr. Ashok Kumar Sharma being appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

Item No. 3

In view of the Appointment of Mr. Mukesh R. Gupta as Chairman and Whole Time Director on the Board of the Company w.e.f 31st May, 2021, the company M/s. Lloyds Metals and Energy Limited falls under the definition of "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations. The Company intended to continue sale, purchase, supply and service transactions with M/s Lloyds Metals and Energy Limited, as per already existing various Sale/Supply/Purchase/Service Orders of Rs.186.75 Crore in Ordinary Course of Business before this relationship existed, out of which the balance orders to be executed amounted to Rs. 153.50 Crores after the 31st May, 2021. Moreover, the Company expected additional Rs. 26.50 Crores worth of Contract (s)/Arrangement(s)/Transaction(s) with M/s Lloyds Metals and Energy Limited. Accordingly, the total transaction(s) limit of Rs.180 Crores (Rs.153.50 Crores + Rs26.50 Crores) was approved in the 27th Annual General Meeting held on 15th July,2021.

However, in supersession to the approved limit for future Contract (s)/ Arrangement(s) /Transaction(s) of Rs.26.50 Crores, the Company is expecting new Contract(s)/ arrangement(s)/ transaction(s). Accordingly, the approval of members is sought for an increase in Overall transaction limit from Rs.180 Crores to Rs.350 Crores (Rs.153.50 Crores + Rs.196.50 Crores).

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution.

Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Accordingly, The Board of Directors of the Company, based on the approval of Audit Committee at their meeting held on 14th October 2021 have approved Related Party Transaction and now seek approval of the shareholders by way of Ordinary Resolution to enable the Company to enter into the following Related Party Transaction in one or more tranches. The transactions under consideration, is to be entered into by the Company with M/s. Lloyds Metals and Energy Limited for Contract(s)/ arrangement(s)/ transaction(s) which is in the ordinary course of business and at arm's length basis.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Lloyds Metals and Energy Limited(LMEL)
2.	Name of the Director or KMP who is related	Mr. Mukesh R. Gupta
3.	Nature of Relationship	Mr. Mukesh R. Gupta is a Director and holds along with his relatives more than two per cent of the Share Capital in LMEL.

4.	Nature, material terms, monetary value and particulars of the Contract(s)/ arrangement(s)/ transaction(s)	<p>Nature of contract or arrangement: Purchase/sale/supply of goods/ materials and availing/rendering of various services.</p> <p>Particulars of contract or arrangement: As per the terms of the respective contracts or arrangements to be entered into with Lloyds Metals and Energy Limited Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business.</p> <p>Material terms and Monetary value: The monetary value of the proposed contracts and arrangements during any financial year is expected to be Rs.350,00,00,000/-.</p>
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 3 of the Notice shall be entitled to vote on this Ordinary Resolution.

None of the other Directors, Key Managerial Personnel and their relatives other than mentioned above are concerned or interested, financially or otherwise in the resolution set out in item no. 3.

The Board recommends the **Ordinary Resolution** set out at item no. 3 of the Notice for approval by the Members.

Item No. 4

The Board of Directors at their meeting held on 14th October, 2021 resolved to revise the Remuneration of Mr. Mukesh R. Gupta (DIN:00028347), Whole Time Director (Designated as Chairman and Whole Time Director) of the Company, on the recommendation of the Nomination and Remuneration Committee subject to the approval of the shareholders.

Mr. Mukesh R. Gupta is aged about 63 years and is a successful industrialist having vast knowledge and rich experience of over 40 years in various industries such as Steel, Engineering, Power, Finance, Consumer related, Construction, Trading and other sectors. He is also the promoter of the company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of revised remuneration per annum payable to Mr. Mukesh R. Gupta and the terms and conditions of the appointment are given below:

Details	(Amount in Rs.)
a) Remuneration	9,60,000/-
b) Perquisites and allowances	89,24,808/-

In addition to the above, Mr. Mukesh R. Gupta is also eligible for:

- i. Contribution to Provident Fund and Superannuation Fund, as per rules of the Company.
 - ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - iii. Leave and Encashment of Leave as per the Rules of the Company.
- (c) The Company shall pay to or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

THE REQUISITE INFORMATION AS REQUIRED PURSUANT TO SCHEDULE V SECTION II (A) TO THE COMPANIES ACT, 2013 IS AS UNDER:

I. GENERAL INFORMATION:

- a. Nature of Industry: Manufacturing of Engineering and Capital Equipment products and execution of turnkey contracts.
- b. Date of commencement of Commercial Production: 1994 (The company was incorporated in 1994. However, the engineering activity of the company acquired as per scheme of arrangement are in existence since 1974).
- c. In case of new Companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus.: N.A.
- d. Financial performance based on given indicators

(Rs. in Lakhs)

Particulars	2020-21	2019-20
Total Income	8,314.46	12,276.35
Profit Before Tax	69.56	327.29
Profit After Tax	50.37	249.05

II. INFORMATION ABOUT THE APOINTEE MR. MUKESH GUPTA

i. Background Details:

Mr. Mukesh Gupta is aged about 63 years. He is a successful industrialist having vast knowledge and rich experience of over 40 years in various industries such as such as Steel, Engineering, Power, Finance, Consumer related, Construction, Trading and other sectors.

- ii. **Past Remuneration:** Rs. 49,42,404/ p.a. as approved in Annual General Meeting on 15.07.2021
- iii. **Recognition or Awards:** Nil
- iv. **Job Profile and its suitability:**

He was appointed as a Whole Time Director (Designated as Chairman and Whole Time Director) of the Company on 31.05.2021 on the recommendation of Nomination and Remuneration Committee and Shareholders approved the appointment in the AGM held on 15th July 2021. He is responsible for the overall affairs, management and operation of the Company.

v. Remuneration (Per Annum):

Details	(Amount in Rs.)
a) Remuneration	9,60,000/-
b) Perquisites and Allowances	89,24,808/-

In addition to the above, Mr. Mukesh R. Gupta is also eligible for:

- i. Contribution to Provident Fund and Superannuation Fund, as per rules of the Company.
 - ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - iii. Leave and Encashment of Leave as per the Rules of the Company.
- (c) The Company shall pay to or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

- vi. **Comparative Remuneration:** The remuneration proposed is reasonable as compared to the size of the company, industry profile and position of the person as well as the profile in the industry.
- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial person, if any:** - Mr. Mukesh R. Gupta is having Promoter interest in the company.

III. OTHER INFORMATION:

Reasons of Loss or Inadequate Profits:

- Slowing down of the economy on account of the COVID-19 pandemic.
- Increase in the cost of production
- Shortage of Working Capital
- Margin pressure due to competitive industry
- Slow phase of expansion in the associated industries

Steps taken or proposed to be taken for improvement: The company is taking appropriate steps for overcoming the hurdles.

- Efforts to improve the working capital of the Company;
- Exploring new/fresh business opportunities/ avenues;

A copy of the relevant documents shall be available for inspection as per the instructions provided in the **Note No. 11** of this Notice.

The Board recommends passing of the **Special Resolution** under item No. 4 of the Notice for your approval.

None of the other Directors except Mr. Mukesh R. Gupta is in any way concerned or interested in this Resolution.

Item no. 5

The Current Authorized Capital of the Company is Rs. 90,00,00,000/- (Rupees Ninety Crores only) and the Paid up Share Capital of the Company is Rs. 89,86,98,382 (Rupees Eighty-Nine Crores Eighty-Six Lacs Ninety-Eight Thousand Three Hundred and Eighty-Two only). To meet the long term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increasing the Share Capital. Your Board at its meeting held on 14th October, 2021 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 90,00,00,000/- (Rupees Ninety Crores only) to Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores only).

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent

upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 12th November, 2021.

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

Accordingly, the Board of Directors of your Company recommend the Resolution set out in item No. 5 of this Notice for the approval of the Members by way of passing a **Special Resolution**.

Item no. 6

The Board of the Directors of the Company at its meeting held on 14th October, 2021 has given their consent subject to approval of Members by way of Special Resolution to issue 16,50,00,000 Convertible Warrants to Promoter/ Promoter Group on Preferential Allotment basis.

The purpose of the proposed issue as mentioned above is for working capital requirements and general corporate purpose.

In terms of Section 62(1) (c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 and 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

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

1. List of Allottees for Preferential Allotment of Convertible Warrants:

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Promoter/ Promoter Group		
1.	Lloyds Metals & Minerals Trading LLP	8,25,00,000	i. Mr. Ravi Agarwal ii. Mr. Shreekrishna Mukesh Gupta iii. Mr. Madhur Rajesh Gupta
2.	Plutus Trade & Commodities LLP	8,25,00,000	i. Mr. Ravi Agarwal ii. Mr. Shreekrishna Mukesh Gupta iii. Mr. Madhur Rajesh Gupta
	Total	16,50,00,000	

2. Objects of the preferential issue:

The proposed issue of 16,50,00,000 Convertible Warrants on Preferential allotment basis is for working capital requirements and general corporate purpose.

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

The resolution set out in the accompanying notice authorizes the Board to issue 16,50,00,000 Convertible Warrants of Re. 1/- (Rupee One only) each at a price of Rs. 3.86/- (Rupees Three and Eighty-Six paise only) each including premium of Rs. 2.86/- (Rupees Two and Eighty-Six paise only) each on preferential basis for Cash consideration.

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

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as “Stock Exchanges”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 and BSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued pursuant to conversion of warrants shall not be less than higher of the following:

- (a) Rs. 2.81/- each - Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- (b) Rs. 3.86/- each- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

Accordingly, the issue price of Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at a price of Rs. 3.86/- each (Face Value Re. 1/- each + Premium Rs. 2.86/- each).

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Convertible Warrants with reference to the proposed allotment is 13th October, 2021.

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

The proposed preferential allotment of Convertible Warrants is made to Limited Liability Partnership (“LLP”) i.e. Lloyds Metals & Minerals Trading LLP and Plutus Trade & Commodities LLP, part of the Promoter/ Promoter Group of the Company.

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

Lloyds Metals & Minerals Trading LLP and Plutus Trade & Commodities LLP, part of the Promoter/ Promoter Group have conveyed to the Company in writing of their respective intention to subscribe to the proposed Preferential Issue of Convertible Warrants. None of the Directors and Key Managerial Personnel of the Company intend to subscribe to the offer being proposed under special resolution under Item No. 6 of the Notice for shareholders’ approval at this meeting.

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

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

9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Convertible Warrants within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extraordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Sr. No	Category	Pre Preferential Issue*		Preferential Issue	Post Preferential Issue (Assuming conversion of all warrants)	
		No of shares held	% of share holding		No of shares held	% of share holding
A	Promoters Holding					
1	Indian					
	Individual	1,66,899	0.02	-	1,66,899	0.02
	Bodies corporate & LLP	47,98,37,185	53.39	16,50,00,000	64,48,37,185	60.62
	Sub-total	48,00,04,084	53.41	16,50,00,000	64,50,04,084	60.64
2	Foreign Promoters	-	0.00	-	-	0.00
	Sub-total (A)	48,00,04,084	53.41	16,50,00,000	64,50,04,084	60.64
B	Non-promoters' holding					
	Institutional investors	5,27,221	0.06	-	5,27,221	0.05
	Non-institution					
	Private corporate bodies	1,00,48,573	1.12	-	1,00,48,573	0.94
	Indian public & HUF	39,39,56,329	43.84	-	39,39,56,329	37.04
	(Others (including NRIs))	1,41,62,175	1.58	-	1,41,62,175	1.33
	Sub-total (B)	41,86,94,298	46.59	-	41,86,94,298	39.36
C	Non Promoter & Non Public	-	0.00	-	-	0.00
	GRAND TOTAL (A) + (B) + (C)	89,86,98,382	100.00	16,50,00,000	1,06,36,98,382	100.00

* As on 30th September, 2021

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

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

Proposed Allottee	Ultimate Beneficial Owner	Pre Preferential Issue		No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (assuming full conversion of warrants)	
		No. of Equity Shares	%		No. of Equity Shares	%
Promoter/ Promoter Group						
Lloyds Metals & Minerals Trading LLP	i. Mr. Ravi Agarwal ii. Mr. Shreekrishna Mukesh Gupta iii. Mr. Madhur Rajesh Gupta	Nil	N.A.	8,25,00,000	8,25,00,000	7.76%
Plutus Trade & Commodities LLP	i. Mr. Ravi Agarwal ii. Mr. Shreekrishna Mukesh Gupta iii. Mr. Madhur Rajesh Gupta	Nil	N.A.	8,25,00,000	8,25,00,000	7.76%

Assumptions:

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

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

During the period from 01st April 2021 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable

15. Undertakings:

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

16. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are wilful defaulters.

17. Pricing:

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

Accordingly, the issue price of Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at a price of Rs. 3.86/- each (Face Value Re. 1/- each + Premium Rs. 2.86/- each).

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

19. Auditors' Certificate:

A copy of the certificate from M/s. Todarwal & Todarwal LLP., Chartered Accountants (Firm's Registration No. 111009W/W100231) being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extraordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 12th November, 2021.

20. Lock-in period

Convertible Warrants and Equity Shares to be allotted on conversion of convertible warrants shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

21. Material Terms of Issue of Convertible Warrants – The Issue of Convertible Warrants shall be subject to following terms and conditions:

- i. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Re. 1/- each to the Warrant holders.
- ii. 25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Re. 1/- each at a price of Rs. 3.86 each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 at any time within 18 months from the date of allotment. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment shall be forfeited.

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

It is hereby declared that neither the Company nor its promoters and directors are wilful defaulters as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution: Issue of 16,50,00,000 Convertible Warrants convertible into equivalent number of Equity Shares of Face Value of Re. 1 (Rupee One) each at an issue price of Rs. 3.86/- (Rupees Three and Eighty Six paise only) each including premium of Rs. 2.86/- (Rupees Two and Eighty Six paise only) each on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is 14th October, 2021.

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

The Company intends to raise Rs. 63,69,00,000/- by way of Preferential Issue of 16,50,00,000 Convertible Warrants.

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

Lloyds Metals & Minerals Trading LLP and Plutus Trade & Commodities LLP, part of the Promoter/ Promoter Group of the Company intends to subscribe to the Offer aggregating to 16,50,00,000 Convertible Warrants.

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

27. Interest of the Promoters/ Directors:

Mr. Mukesh R. Gupta, the Promoter and Whole Time Director of the Company is the father of Mr. Shreekrishna Gupta (one of the Ultimate Beneficial Owner of Lloyds Metals & Minerals Trading LLP and Plutus Trade & Commodities LLP, the Proposed Allottees for the Preferential Issue) and therefore he and his relatives may be deemed to be concerned or interested in the Resolution under Item No.6.

Mr. Rajesh R. Gupta, the Promoter of the Company is the brother of Mr. Mukesh R. Gupta, the Promoter and Whole Time Director of the Company and father of Mr. Madhur Rajesh Gupta (one of the Ultimate Beneficial Owner of Lloyds Metals & Minerals Trading LLP and Plutus Trade & Commodities LLP, the Proposed Allottees for the Preferential Issue) and therefore he and his relatives may be deemed to be concerned or interested in the Resolution under Item No.6.

Save and except the above none of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in item No. 6 of this Notice for the approval of the Members by way of passing a Special Resolution.

**By Order of the Board
For Lloyds Steels Industries Limited
Sd/-**

**Meenakshi A. Pansari
Company Secretary**

Date: 14th October, 2021

Place: Mumbai

E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)

Date:

To,
Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai 400059.

UNIT – LLOYDS STEELS INDUSTRIES LIMITED

Dear Sir,

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

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

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

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