

# SKY UNITED LLP

Regd. Off: Unit No. 36, A Wing, 1<sup>st</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400013  
Tel : 022- 2348 0526 email : rbagarwal@lloyds.in LLPIN : AAK-8304

Date: 29<sup>th</sup> December, 2023

To,  
BSE Limited  
The Corporate Relationship Department  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400001

To,  
Head- Listing & Compliance  
Metropolitan Stock Exchange of India Limited  
205(A), 2<sup>nd</sup> floor, Piramal Agastya Corporate Park,  
Kamani Junction, LBS Road, Kurla (West),  
Mumbai – 400070

To,  
Lloyds Metals and Energy Limited  
Plot No.: A 1-2, MIDC Area,  
Ghugus, Chandrapur - 442505

**Sub: Revised Disclosure under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time (“SEBI Takeover Regulations”)**

Dear Sir,

Please find attached herewith revised disclosure pursuant to the provisions of Regulation 31 (1) of the SEBI Takeover Regulations.

Sky United LLP (“SKY”), a promoter of the Lloyds Metals and Energy Limited (“Target Company” / “TC” / “the TC”), had pursuant to an agreement dated 19<sup>th</sup> January, 2023 between, SKY as the NDU provider and Catalyst Trusteeship Limited as the debenture trustee (“Agreement”), executed a Non-Disposal Undertaking on 3,00,00,000 locked in equity shares of the TC held by SKY, in favour of Catalyst Trusteeship Limited with effect from 19<sup>th</sup> January, 2023.

Pursuant to the Agreement, SKY had also agreed to certain restrictions/requirements with respect to disposal of 3,00,00,000 equity shares of the TC held by SKY, including restrictions on creating any encumbrance on the Initial NDU Shares other than any security interest created or required to be created pursuant to the debenture documents.

The said encumbrance has now been released by SKY pursuant to the creation of pledge on the above mentioned 3,00,00,000 equity shares of the TC held by SKY in the TC, in favour of Catalyst Trusteeship Limited with effect from 21<sup>st</sup> June 2023.

Please note that we had already submitted the disclosure under Regulation 31(1) of the SEBI Takeover Regulations on 22 June 2023 (“Original Disclosure”) in this regard. We are submitting this revised disclosure for the limited extent of including the lenders’ names in the column titled “Name of the entity in whose favor shares encumbered \*\*\*” along with the already mentioned name of the collateral agent. Please note that the names of the lenders were also already mentioned in the row



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titled "Details of the ~~creation~~ release of encumbrance" and column titled "Reasons for encumbrance \*\*" in the Original Disclosure. Apart from the above inclusion in the column titled "Name of the entity in whose favor shares encumbered \*\*\*", there has been no change to the Original Disclosure.

We request you to kindly take the above information on your record.

Thanking you,

For Sky United LLP

  
Kailash Parihar  
Designated Partner  
DPIN: 00015545  
Place: Mumbai



**ANNEXURE – 1**

<b><u>Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u></b>	
Name of the Target Company("TC")	Lloyds Metals and Energy Limited
Names of the stock exchanges where the shares of the target company are listed	BSE Limited  Metropolitan Stock Exchange of India Limited
Date of reporting	22 <sup>nd</sup> June, 2023
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	Sky United LLP ("SKY")
Details of the creation/ release of encumbrance:	<p>SKY, a promoter of the TC, had pursuant to an agreement dated 19 January 2023 between, SKY as the NDU provider and Catalyst Trusteeship Limited as the debenture trustee (acting as debenture trustee for the subscribers of non-convertible debentures who for the time being are Edelweiss Alternative Asset Advisors Limited and ESOF III Investment Fund) ("<b>Agreement</b>"), executed a non-disposal undertaking on 3,00,00,000 (6.75% of the paid-up share capital of the TC as on the date of entering into the NDU Agreement which represents 5.94% of the paid-up share capital of the TC as on date) locked in equity shares of the TC held by SKY in the TC, in favour of Catalyst Trusteeship Limited (being the debenture trustee for the subscribers of non-convertible debentures who for the time being are Edelweiss Alternative Asset Advisors Limited and ESOF III Investment Fund) with effect from 19<sup>th</sup> January, 2023. Pursuant to the Agreement, SKY had also agreed to be subject to certain restrictions/requirements with respect to disposal of 3,00,00,000 (6.75% of the paid-up share capital of the TC as on the date of entering into the NDU Agreement which represents 5.94% of the paid-up share capital of the TC as on date) equity shares of the TC held by SKY, including restrictions on creating any encumbrance on the Initial NDU Shares (as defined in the Agreement) other than any security interest created or required to be created pursuant to the debenture documents.</p> <p>The above encumbrance has now been released by SKY pursuant to the creation of pledge on the above mentioned 3,00,00,000 (5.94% of the paid-up share capital of the TC as on date) equity shares of the TC held by SKY in the TC, in favour of Catalyst Trusteeship Limited (being the debenture trustee for the subscribers of non-convertible debentures who for the time being are Edelweiss Alternative Asset Advisors Limited and ESOF III Investment Fund) with effect from 21<sup>st</sup> June 2023.</p>






Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital
Sky United LLP	6,59,54,638	13.06%	4,31,54,638	8.55% (immediately prior to the release of encumbrance)	Release	21 <sup>st</sup> June, 2023	Non-disposal undertaking and covenants in the nature of certain restrictions/ requirements with respect to disposal of equity shares of the TC held by SKY.	The encumbrance has been released by SKY pursuant to the creation of pledge on the above mentioned 3,00,00,000 (5.94% of the paid-up share capital of the TC as on date) equity shares of the TC held by SKY in the TC, in favour of Catalyst Trusteeship Limited	3,00,00,000	5.94%	(i) Catalyst Trusteeship Limited (as the debenture trustee); and (ii) Edelweiss Alternative Asset Advisors Limited and ESOF III Investment Fund (as the lenders).	1,31,54,638	2.61%



*R. K. Kulkarni*

								(being the debenture trustee for the subscribers of non-convertible debentures who for the time being are Edelweiss Alternative Asset Advisors Limited and ESOF III Investment Fund) with effect from 21 <sup>st</sup> June, 2023.						
Ravi Agarwal	1,17,30,000	2.32%	Nil	-	Not applicable ("N.A.")	-	-	-	-	-	-	-	-	-
Mukesh Gupta	7,07,300	0.14%	Nil	-	N.A.	-	-	-	-	-	-	-	-	-
Renu R Gupta	12,04,420	0.24%	Nil	-	N.A.	-	-	-	-	-	-	-	-	-
Abha M Gupta	6,69,540	0.13%	Nil	-	N.A.	-	-	-	-	-	-	-	-	-
Dipti Akhil Mundhra	5,00,000	0.10%	Nil	-	N.A.	-	-	-	-	-	-	-	-	-
Rajesh R Gupta	12,08,460	0.24%	Nil	-	N.A.	-	-	-	-	-	-	-	-	-
Madhur Rajesh Gupta	96,00,000	1.90%	Nil	-	N.A.	-	-	-	-	-	-	-	-	-



*Rajesh*

Priyanka Rajesh Gupta	5,00,000	0.10%	Nil	-	N.A.	-	-	-	-	-	-	-	-
Shreekrishna M Gupta	96,02,000	1.90%	Nil	-	N.A.	-	-	-	-	-	-	-	-
Shree Global TradeFin Limited	1,57,38,338	3.12%	Nil	-	N.A.	-	-	-	-	-	-	-	-
ASP Technologies Private Limited	3,64,00,340	7.21%	Nil	-	N.A.	-	-	-	-	-	-	-	-
Triumph Trade & Properties Developers Private Limited	2,91,58,208	5.78%	Nil	-	N.A.	-	-	-	-	-	-	-	-
Lloyds Metals And Minerals Trading LLP	3,57,41,529	7.08%	Nil	-	N.A.	-	-	-	-	-	-	-	-
Blossom Trade And Interchange LLP	1,32,00,000	2.61%	Nil	-	N.A.	-	-	-	-	-	-	-	-
Thrivani Earthmovers Private Limited	10,00,05,501	19.81%	2,63,23,252	5.21%	N.A.	-	-	-	-	-	-	-	-

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.



*Handwritten signature*

\*\*\*This would include name of both the lender and the trustee collateral agent who may hold shares directly or on behalf of the lender.

**For and on behalf of SKY United LLP**



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A handwritten signature in blue ink, appearing to read "Kailash". The signature is written in a cursive style and is positioned above a horizontal line.

**Authorised Signatory**

Name: Kailash Madanlal Parihar

Designation: Designated Partner

Date: 22<sup>nd</sup> June, 2023

Place: Mumbai