



## LLOYDS METALS AND ENERGY LIMITED

Regd. Office and Works : Plot No. A1 & A2, MIDC Industrial Area, Ghugus 442 505, District Chandrapur (MS), Tel : 07172-285398, 07172-285103  
Corporate Office : A2, 2nd Floor Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Tel : +91-22-62918111  
www.lloyds.in | CIN: L40300MH1977PLC019594 | investor@lloyds.in

**Date: 30<sup>th</sup> June, 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 (MSEI)**  
205 (A), 2nd floor, Piramal Agastya Corporate Park,  
Kamani Junction, LBS Road, Kurla (West), Mumbai - 400070

**Sub: Notice of the 46<sup>th</sup> Annual General Meeting for the F.Y. 2022-23 of Lloyds Metals and Energy Limited**

**Ref: BSE Scrip Code: 512455**  
**BSE and MSEI Scrip ID: LLOYDSME**

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Dear Sir/Madam,

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 46<sup>th</sup> Annual General Meeting (“AGM”) of the Company for F.Y. 2022-23 to be convened 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 08th April, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020, MCA General circular No. 20/2020 dated 05th May, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021, MCA General Circular No. 02/2022 dated 05th May, 2022 and MCA General Circular No. 11/2022, SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021 and SEBI Circular dated 13th May, 2022 and SEBI Circular dated 05th January, 2023.



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The schedule of the Annual General Meeting is set out below:

Event	Date	Time
Record date	17th July, 2023	-
Cut-off date to vote on Annual General Meeting resolutions	17th July, 2023	-
Book Closure		
From	18 <sup>th</sup> July, 2023	-
To	25 <sup>th</sup> July, 2023 (both days inclusive)	
Commencement of e-voting	21 <sup>st</sup> July, 2023	09:00 a.m. (IST)
End of e-voting	24 <sup>th</sup> July, 2023	05:00 p.m. (IST)
Annual General Meeting	25 <sup>th</sup> July, 2023	11:30 a.m. (IST)

You are requested to kindly take a note of the same.

Thanking you,  
Yours faithfully,  
**For Lloyds Metals and Energy Limited**

**Trushali Shah**  
**Company Secretary**

# Notice

NOTICE is hereby given that the Forty-Sixth (46<sup>th</sup>) Annual General Meeting (“AGM”) of the Members of the Lloyds Metals and Energy Limited will be held on Tuesday, 25<sup>th</sup> July, 2023 at 11:30 a.m. via Video Conferencing (“VC”) / or Other Audio-Visual Means (“OAVM”), to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt
  - a. the Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2023 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
  - b. the Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2023 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the report of Auditors thereon.
2. To appoint a Director in place of Mr. Madhur Gupta (DIN: 06735907), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. **Ratification of Remuneration of Cost Auditors of the Company:**

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

“**RESOLVED THAT**, pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) (excluding GST) plus applicable taxes payable to M/s. M. K. Singh & Associates, Cost Accountants (Firm Registration Number: 101770), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT**, the Board of Directors and/or any person authorised by the Board, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

## SPECIAL BUSINESS:

4. **Approval for Material Related Party Transactions with Thriveni Earthmovers Private Limited (“TEMPL”):**

To consider and, if thought fit, to pass 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 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 enter into contracts / arrangements / transactions relating to mining and transportation of iron ore, supply of iron ore pellets, and services in connection to construction and related activities; transfer of mining rights; transfer of Composite License (“LOI”) in respect of any metals and / or minerals including but not limited to iron ore and coal with Thriveni Earthmovers Private Limited (“TEMPL”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), subject to the condition that the revised total value of all contracts/arrangements/transactions with TEMPL shall not exceed ₹ 2000 Crores/- (Rupees Two Thousand Crores only) on an annual basis for any given financial year and such contracts/arrangements/transactions shall be at arms’ length basis and in ordinary course of business.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director or Company Secretary of

the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the said resolution, the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) be and is hereby authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit.”

5. **Approval for Material Related Party Transaction(s) with Lloyds Steels Industries Limited (“LSIL”):**

To consider and, if thought fit, to pass 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 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 enter into transactions relating to sale, purchase, supply or procurement of goods / machinery / materials and availing / rendering of various services (as may be amended from time to time) with Lloyds Steels Industries Limited (“LSIL”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, subject to the condition that the revised total value of all transactions with LSIL shall not exceed ₹ 1,000 Crores/- (Rupees One Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read

with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the said resolution, the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) be and is hereby authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit”.

6. **Approval for Material Related Party Transaction(s) with Mandovi River Pellets Private Limited (“MRPPL”):**

To consider and, if thought fit, to pass 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as may be amended from time to time) and the Company’s policy on Related Party Transactions consent of the Members of the Company be and is hereby accorded to enter into contracts / arrangements / transactions relating to sale of iron ore and purchase of iron ore pellets, and services in connection to and related activities with Mandovi River Pellets Private Limited, (“MRPPL”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), subject to the condition that the total value of all contracts / arrangements / transactions with MRPPL shall not exceed ₹ 2,000 crores /- (Rupees Two Thousand Crores only) for any given financial year

on an annual basis and such contracts / arrangements / transactions shall be at arms' length basis and in ordinary course of business.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and or Chief Financial Officer of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

**RESOLVED FURTHER THAT**, any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit".

7. **Approval for increasing the number of Board of Directors in the Company:**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 5, 14, 149 of the Companies Act, 2013 ("the Act") and Rules made thereunder, and pursuant to Article 126 of the Articles of Association ("AOA") of the Company and the relevant regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the appropriate regulatory and statutory authorities consent of the Members of the Company be and is hereby accorded to increase the limit on maximum number of Directors of the Company from 15 (fifteen) to 25 (twenty-five).

**RESOLVED FURTHER THAT**, the any Director or the Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or

expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to sharing of the certified true copies of this resolution."

8. **Approval for Alteration of the Memorandum of Association of the Company**

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

**"RESOLVED THAT**, pursuant to the provisions of Section(s) 4, 13 and 15 and any other applicable provisions, if any, of the Companies Act 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the appropriate regulatory and statutory authorities, consent of the Members of the Company be and is hereby accorded for alteration in the Memorandum of Association ("MOA") of the Company under Clause 3rd (b) Matters which are necessary for furtherance of the Objects specified in Clause 3rd (a) by consequently adding the clauses from 58 to 106.

**RESOLVED FURTHER THAT**, any Director and / or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

For and on behalf of the Board of Director of  
For **Lloyds Metals and Energy Limited**

**Trushali Shah**

Company Secretary  
ACS-61489

Date: 09<sup>th</sup> June, 2023  
Place: Mumbai

**Notes:**

1. The 46<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday, 25<sup>th</sup> July, 2023 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 08<sup>th</sup> April, 2020, MCA General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, MCA General circular No. 20/2020 dated 05<sup>th</sup> May, 2020,



- MCA General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, MCA General Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 and MCA General Circular No. 11/2022, SEBI Circular dated 12<sup>th</sup> May, 2020, SEBI Circular dated 15<sup>th</sup> January, 2021 and SEBI Circular dated 13<sup>th</sup> May, 2022 and SEBI Circular dated 05<sup>th</sup> January, 2023.
2. Pursuant to the General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
  3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC / OAVM are requested to send to the Company on its email Id [tdshah@lloyds.in](mailto:tdshah@lloyds.in), a certified copy of the Board Resolution authorising their representative to attend the Meeting and vote on their behalf through e-voting.
  4. Pursuant to the General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 and MCA General Circular No. 11/2022 physical attendance of the Members is not required. Hence, Members have to attend and participate at the ensuing AGM though VC/OAVM.
  5. Those Shareholders whose email IDs are not registered can get their e-mail ID's 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](mailto: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](mailto:investor@bigshareonline.com).
  6. The Members can join the AGM 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 AGM through VC/OAVM are given in this Notice under note no. 25.
  7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as "the Act").
  8. As the Annual General Meeting of the Company is held through VC / OAVM, we therefore request the members to submit questions in advance relating to the business specified in this notice of AGM on the email ID [tdshah@lloyds.in](mailto:tdshah@lloyds.in)
  9. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 18<sup>th</sup> July, 2023 to Tuesday, 25<sup>th</sup> July, 2023 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
  10. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
  11. An explanatory statement setting out details relating to the businesses to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
  12. 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 de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
- In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into de-mat/electronic form to get inherent benefits of de-materialisation. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in de-mat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

13. Members desirous of obtaining any information as regards to the Accounts are requested to send an email to [tdshah@lloyds.in](mailto:tdshah@lloyds.in), 15 days in advance before the date of the Meeting (i.e., on or before Monday, 10<sup>th</sup> July, 2023 by 05:00 p.m. IST) to enable the Management to keep full information ready on the date of AGM.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

All documents relevant referred to in the Notice of AGM and explanatory statement will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [tdshah@lloyds.in](mailto:tdshah@lloyds.in)

15. 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. 25.

16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

17. The Annual Report along with the Notice of AGM will be placed on the Company's website on [www.lloyds.in](http://www.lloyds.in).

18. Members of the Company holding shares either in physical form or in de-materialised forms as on BENPOS date i.e., Friday, 23<sup>rd</sup> June, 2023 will receive Annual Report for the financial year 2022-23 through electronic mode.

19. As per the MCA Circular 20/2020 dated 05<sup>th</sup> May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email id's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant.

20. The Board of Directors have appointed Mr. K.C. Nevatia of M/s. K. C. Nevatia & Associates, Practising Company Secretary (Membership No.: F3963), as the Scrutinizer to scrutinise the remote e-voting process as well as e-voting during the AGM in a fair and transparent manner.

21. Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at,

Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.

The process to be followed for registration/ updation of addresses and / or e-mail address by Members holding shares in physical mode, by following the procedure at the link attached: <https://www.lloyds.in/investor-contact/>

22. 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.

23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the AGM will be provided by NSDL.

24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.lloyds.in](http://www.lloyds.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and Metropolitan Stock Exchange of India Limited ("MSEI") at [www.bseindia.com](http://www.bseindia.com) and [www.msei.in](http://www.msei.in) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## 25. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING AND JOINING THE AGM ARE AS UNDER:

### The Instructions for Members for Remote E-Voting are as under: -

i. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Friday, 21 <sup>st</sup> July, 2023 (9:00 a.m. IST)
End of remote e-voting	Monday, 24 <sup>th</sup> July, 2023 (5:00 p.m. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, 23<sup>rd</sup> June, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 23<sup>rd</sup> June, 2023.

- ii. Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC / OAVM but, shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**





In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home

Type of shareholders	Login Method
	<p>page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website</p>



Type of shareholders	Login Method
	<p>of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login”

which is available under ‘Shareholder/ Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/ Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2:** Cast your vote electronically and join General Meeting on NSDL e-Voting system

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kcnevatia@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password

confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@lloyds.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@lloyds.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@lloyds.in. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from 19<sup>th</sup> July, 2023 to 21<sup>st</sup> July, 2023 (up till 05:00 p.m. IST) from their registered e-mail Id's mentioning their name, DP ID and client Id / folio number, PAN, mobile number on tdshah@lloyds.in as registered in the records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

#### **Annexed to the Notice convening the Forty-Sixth Annual General Meeting scheduled to be held on Tuesday, 25<sup>th</sup> July, 2023.**

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

#### **Item No.: 04**

The Members of the Company had approved the revised limit of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) on 04<sup>th</sup> June, 2022 on completion of Postal Ballot for contract(s)/ arrangements(s)/ transaction(s) with Thriveni Earthmovers Private Limited ("TEMPL"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), relating to mining and transportation of iron ore, supply of iron ore and services in connection to construction and related activities.

The Board on recommendation of the Audit Committee in their meeting held on 25<sup>th</sup> April, 2023, has approved entering into transactions relating to mining and transportation of iron ore, supply of iron ore pellets, and services in connection to construction and related activities and amendment in the nature and particulars of contract and arrangements of the Related Party Transaction with TEMPL by adding transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore and coal subject to the condition that the total value of all

transactions with TEMPL shall not exceed ₹ 2,000 Crores (Rupees Two Thousand Crores Only) on annual basis for any given financial year and such transactions shall be at arms' length basis and in ordinary course of business.

Therefore, members of the Company are requested to approve the overall Limit of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) on an annual basis for any given financial year and amendment in the nature and particulars of contract and arrangements of the Related Party Transactions with Thriveni Earthmovers Private Limited ("TEMPL").

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction with Thriveni Earthmovers Private Limited.

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

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Thriveni Earthmovers Private Limited ("TEMPL")
2.	Name of Director or Key Managerial Personnel who is related, if any	Mr. Balasubramanian Prabhakaran, Director of the Company is the Managing Director and Promoter of the Related Party
3.	Nature of Relationship	<p><b>Section 2(76)(viii) of the Companies Act, 2013:</b> Any-body corporate which is an investing company or the venturer of the Company.</p> <p>Thriveni Earthmovers Private Limited forms part of promoter or promoter group of Lloyds Metals and Energy Limited, by holding 19.81% shareholding in the Company as on date.</p> <p>Further, Thriveni Earthmovers Private Limited also holds 76% stake in Sky United LLP (Promoter of the Company). Sky United LLP holds 13.06% shareholding in the Company as on date.</p>
4.	Nature, duration of the contract and particulars of the contract or arrangement	<p><b>Nature of Contract or Arrangement:</b> Order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore, coal.</p> <p><b>Duration of contract or arrangement:</b> as may be mentioned specifically in each order.</p> <p><b>Particulars of contract or arrangement:</b> The proposed transactions shall relate to Mining and Transportation of iron ore, supply of iron ore pellets, provision of services in connection to construction and related services through orders; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore, coal which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee, Board of Directors and Members of the Company.</p> <p>Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business</p>



Sr. No.	Particulars	Remarks
5.	The material terms of the contract or arrangement including the value, if any	<p>The transactions will be based on orders to be issued from time to time for mining and transportation of iron ore, supply of iron ore pellets, provision of services in connection to construction and related services; transfer of mining rights; transfer of Composite License (“LOI”) in respect of any metals and / or minerals including but not limited to iron ore, coal.</p> <p>The revised estimated monetary value of the aggregate transaction(s) shall not exceed ₹ 2,000 Crores (Rupees Two Thousand Crores only) on an annual basis for any given financial year.</p>
6.	Any advance paid or received for the contract or arrangement, if any	Terms of receipt of advance shall be as per the proposed orders
7.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms’ lengths basis
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
9.	Any other information relevant or important for the Members to take a decision on the proposed transaction	NIL

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mr. Balasubramanian Prabhakaran and his relatives none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 05 of the notice except to the extent of their shareholding in the Company.

**Item No.: 05**

The Members of the Company had approved a limit of ₹ 1,100 Crores (Rupees Eleven Hundred crores only) on 04<sup>th</sup> June, 2022 on completion of Postal Ballot for contract(s)/ arrangements(s)/ transaction(s) with Lloyds Steels Industries Limited (“LSIL”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The Board on recommendation of the Audit Committee in their meeting held on 25<sup>th</sup> April, 2023, has approved entering into transactions relating to sale, purchase, supply and service transactions (as may be amended from time to time) with LSIL, subject to the condition that the total value of all transactions with LSIL shall not exceed ₹ 1,000 Crores/- (Rupees One Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or

more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Member is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Lloyds Steels Industries Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the prior transaction and proposed transactions are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Lloyds Steels Industries Limited ("LSIL")
2.	Name of Director or Key Managerial Personnel who is related, if any	Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta.
3.	Nature of Relationship	<p><b>Section 2(76)(vi) of the Companies Act, 2013:</b> Any-body corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions of a Director or Manager.</p> <p>Mr. Mukesh Gupta, Director &amp; Promoter of Lloyds Metals and Energy Limited is a Whole time Director and Promoter of Lloyds Steels Industries Limited. Mr. Rajesh Gupta, Director &amp; Promoter of Lloyds Metals and Energy Limited is a Promoter of Lloyds Steels Industries Limited.</p> <p>Mr. Madhur Gupta, being the Director of Lloyds Metals and Energy Limited is a relative of Mr. Rajesh Gupta.</p>
4.	Nature, duration of the contract and particulars of the contract or arrangement	<p><b>Nature of contract or arrangement:</b> Purchase/sale/supply or procurement of goods/machinery/ materials and availing/rendering of various services.</p> <p><b>Duration of contract or arrangement:</b> As mentioned specifically in each purchase order.</p> <p><b>Particulars of contract or arrangement:</b> As per the terms of the respective contracts or arrangements entered into with Lloyds Steels Industries Limited</p>
5.	The material terms of the contract or arrangement including the value, if any	The Company will enter into the various contracts and arrangements of monetary revised value of ₹ 1,000 Crores/- (Rupees One Thousand Crores Only) on an annual basis for any given financial year for purchase/sale/supply or procurement of goods/materials/machinery and availing/rendering of various services.
6.	Any advance paid or received for the contract or arrangement, if any	Terms of advance payment vary for each purchase order
7.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Prices are negotiated and agreed mutually based on product specification and degree of customization/technology involved. However, contract(s)/arrangement(s)/transaction(s) so entered are at arm's length basis.
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Not Applicable

Sr. No.	Particulars	Remarks
9.	Any other information relevant or important for the Board to take a decision on the proposed transaction	The contracts and arrangements for the aggregate revised value of ₹ 1,000 Crores (Rupees One Thousand Crores Only) on an annual basis for any given financial year for purchase/sale/supply or procurement of goods/materials/machinery and availing/rendering of various services were entered into between Lloyds Metals and Energy Limited and Lloyds Steels Industries Limited prior to Lloyds Steels Industries Limited becoming the related party of Lloyds Metals and Energy Limited. The said contracts and arrangements are at arm's length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta along with their relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 05 of the notice except to the extent of their shareholding in the Company.

**Item No.: 06**

The Board on recommendation of the Audit Committee in their respective meetings held on 09<sup>th</sup> June, 2023, has approved entering into transactions relating to sale, purchase, supply and service transactions (as may be amended from time to time) with Mandovi River Pellets Private Limited ("MRPPL"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") subject to the condition

that the total value of all transactions with MRPPL shall not exceed ₹ 2,000 Crores/- (Rupees Two Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Mandovi River Pellets Private Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the prior transaction and proposed transactions are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Mandovi River Pellets Private Limited ("MRPPL")
2.	Name of Director or Key Managerial Personnel who is related, if any	Mr. Balasubramanian Prabhakaran, Director of Lloyds Metals and Energy Limited is also a Director and Promoter of the Related Party
3.	Nature of Relationship	<b>Section 2(76)(iv) of the Companies Act, 2013:</b> a Private Company in which a Director or Manager or his relative is a Member or Director;
4.	Nature, duration of the contract and particulars of the contract or arrangement	<b>Nature of Contract or Arrangement:</b> Order for sale iron ore and purchase of iron ore pellets <b>Duration of contract or arrangement:</b> as may be mentioned specifically in each order.

Sr. No.	Particulars	Remarks
		<p><b>Particulars of contract or arrangement:</b> The proposed transactions shall relate to sale of iron ore and purchase of iron ore pellets which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee and the Board of Directors of the Company.</p> <p>Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business</p>
5.	The material terms of the contract or arrangement including the value, if any	The transactions will be based on orders to be issued from time to time for sale of iron ore and purchase of pellets. The monetary value of the aggregate transaction(s) shall not exceed ₹ 2,000 crores (Rupees Two Thousand Crores only) for any given financial year on an annual basis on arms' length basis.
6.	Any advance paid or received for the contract or arrangement, if any	Terms of receipt of advance shall be as per the proposed orders
7.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms' lengths basis and in ordinary course of business
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
9.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mr. Balasubramanian Prabhakaran along with his relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 06 of the notice except to the extent of their shareholding in the Company.

#### Item No.: 07

The Members of the Company are hereby apprised that as per the current Articles of Association of the Company and Section 149 of the Companies Act, 2013, a company can have upto a maximum number of 15 directors on its Board and in case of increase in number of directors beyond the stated limits it has to obtain the approval of the Shareholders of the Company.

The operation of the Company at present are increasing rapidly. The Company feels it is advisable to expand the strength of the Board by getting on Board various

experts, celebrated and renowned personnels who can guide the Company in its operations with their profound knowledge and expertise and can be of a valuable asset to it.

Pursuant to Section 14, 149 of the Companies Act, 2013 the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. Hence, the Company seeks the approval of its Members to increase the strength of its Board from existing permissible limits of 15 to 25.

The Board of Directors as and when needed following the due compliance and process will be appointing more directors on its Board. Hence, the said Article of the AOA of the Company reads as below and that there is no requirement for the alteration of AOA of the Company.

Art. 126 Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act, the number of Directors (excluding nominees/ special/debenture and alternate Directors) shall not be less than three nor more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.

A copy of the Articles of Association of the Company is available for inspection by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to closure of remote e-voting on Monday, 24<sup>th</sup> July, 2023.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

**Item No. 08:**

With the growing business operations and activities of the Company, the Management of the Company as well its Board envisages that it might be pertinent to add other objects which may be useful in its daily operations under clause 3<sup>rd</sup> (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3rd(a). These other objects do not form part of the main object / main business activity of the Company and are ancillary in nature.

The Board of Directors considers the alteration / amendment of the Other Object Clause of the Company

by adding the clauses from 58 to 106 to the existing Other Object Clauses under clause 3rd (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3rd(a) in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Ordinary & Special Resolutions set out at the Item No. 04, 05, 06, 07 & 08 of the Notice for the Member's approval of the Company.

For and on behalf of the Board of Director of  
For **Lloyds Metals and Energy Limited**

Date: 09<sup>th</sup> June, 2023  
Place: Mumbai

**Trushali Shah**  
Company Secretary  
ACS-61489



## E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

**Date:**

To,

**Bigshare Services Private Limited,**  
Office No S6-2, 6th floor Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East), Mumbai - 400093.

### **UNIT – LLOYDS METALS AND ENERGY 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.

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Folio No.:

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E-mail ID:

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Name of the First / Sole Shareholder:

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Signature:

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

**ANNEXURE-I**
**Details of Director seeking appointment/re-appointment**

Disclosure required under Regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking appointment/reappointment:

<b>Name of Director</b>	Mr. Madhur Gupta
<b>DIN</b>	06735907
<b>Date of Birth</b>	17 <sup>th</sup> June, 1991
<b>Age</b>	31 Years
<b>Date of first appointment on the Board</b>	13 <sup>th</sup> November, 2020
<b>A Brief Resume of the Director &amp; Nature of his Expertise in Specific Functional Areas;</b>	<p>He holds a degree of MSC in Engineering and Business Studies from University of Warwick, United Kingdom. He has 8 years of experience in Real Estate and Infrastructure.</p> <p>His expertise is in areas of Project Execution, Planning, Finance and Business Development. With a firm passion for Technology and operation excellency, ensure Lloyds Metals productivity and efficiency will be reaching new heights.</p>
<b>Disclosure of Relationships Between Directors Inter-Se, Manager &amp; KMP</b>	<ol style="list-style-type: none"> <li>Mr. Rajesh Gupta, Non - Executive Promoter Director is the father of Mr. Madhur Gupta, Non - Executive Promoter Director of the Company.</li> <li>Mr. Mukesh Gupta, Non - Executive Director Promoter is the paternal uncle of Mr. Madhur Gupta, Non –Executive Promoter Director of the Company.</li> </ol>
<b>Names of Bodies Corporates in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board</b>	<p><b>Directorship</b>                      Lloyds Metals and Energy Limited                      Trofi Chain Factory Private Limited                      Hemdil Estates Private Limited                      Lloyds Infinite Foundation                      Lloyds Infrastructure &amp; Construction Limited</p> <p><b>Membership of Committees</b>  <b>Lloyds Metals and Energy Limited</b>                      Nomination &amp; Remuneration Committee                      Risk Management Committee</p> <p><b>Chairmanship of Committees-</b>                      NIL</p>
<b>No. of Shares held in the Company</b>	96,00,000 Equity Shares of Face Value Re. 01/- each.
<b>No. of Board meetings attended during last Financial Year</b>	07
<b>Terms and conditions of appointment</b>	Non-Executive Promoter Director liable to retire by rotation.