RS/LLOYDSENGG/BSEL-NSEL/2026/52 **30th July 2026**

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: LLOYDSENGG** **ISIN: INE093R01011**

Sub: Notice of the 32nd Annual General Meeting of the Company for FY 2025-26

Dear Sir / Madam,

We wish to inform you that the **32nd Annual General Meeting ("AGM" or "Meeting")** of the Company will be held on **Friday, 21st August, 2026 at 11:30 A.M. (IST)** through **Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")**.

Pursuant to Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company for the Financial Year 2025-26, including the Business Responsibility and Sustainability Report ("BRSR"), together with the Notice convening the 32nd Annual General Meeting of the Company.

The Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), through their respective circulars, have exempted companies from sending physical copies of the Annual Report and Notice of AGM to Members. Accordingly, the Annual Report for FY 2025-26, including the BRSR and the Notice of the 32nd AGM, is being sent today through electronic mode to those Members whose e-mail addresses are registered with the Company, its Registrar and Transfer Agent ("RTA"), or their respective Depository Participants.

The Annual Report for FY 2025-26 and the Notice of the 32nd AGM are also available on the website of the Company and on the website of the National Securities Depository Limited ("NSDL").
Kindly take the same on record.

Participation at the AGM through VC/OAVM:

General Circulars issued by MCA have allowed conducting of the annual general meetings via video conferencing or other audio-visual means, without the physical presence of members. As per these Circulars, the 32nd AGM of the Company will be conducted exclusively through VC/OAVM, in accordance with the relevant provisions of the Companies Act, 2013 ("**the Act**") and the Listing Regulations. Members may attend and participate in the AGM only through the VC/OAVM facility, as indicated in the Notice of the Meeting. Please note that there will be no provision for attending and participating in person at the 32nd AGM of the Company.

Instruction for e-Voting before and during the AGM:

In compliance with Section 108 and other applicable provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SEBI Circular dated December 9, 2020, the Company has engaged National Securities Depository Limited (NSDL) for providing e-voting platform to Members of the Company for casting their votes on the resolutions as set out in the Notice through (a) remote e-voting prior to the Meeting; and (b) e-voting during the Meeting. Members of the Company holding shares either in physical form or in electronic form as on **Friday, 14th August, 2026** ("Cut-off Date"), may cast their vote by remote e-voting in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date, through any one of the below modes:

a) Remote e-voting prior to the Meeting:

Commencement of remote e-voting period	**Monday, 17th August, 2026, at 9:00 a.m. (IST)**
Conclusion of remote e-voting period:	**Thursday, 20th August, 2026, at 5:00 p.m. (IST)**

It is important to note that the remote e-voting module will be disabled by NSDL after the conclusion of the remote e-voting period.

b) Voting during the Meeting via e-Voting:

During the Meeting, Members who are entitled to vote but have not yet voted through remote e-Voting may still exercise their voting rights through e-Voting. However, Members who have already cast their vote through remote e-Voting shall not be permitted to vote again during the Meeting, although they may still attend the meeting. Detailed instructions pertaining to (a) remote e-Voting before the Meeting, (b) participation in and joining of the Meeting through VC/OAVM, (c) e-Voting during the Meeting, and (d) registration of email IDs, are provided in the Notice of the AGM.

We request you to take this on your record.

Thanking You,

Yours faithfully,

For Lloyds Engineering Works Limited

Rahima Shabbir Shaikh

Digitally signed by Rahima Shabbir Shaikh
Date: 2026.07.30 17:53:52 +05'30'

Rahima Shaikh
Company Secretary & Compliance Officer
ACS – 63449

Notice

NOTICE is hereby given that the Thirty-Second (32nd) Annual General Meeting of the Members of the **Lloyds Engineering Works Limited** will be held on **Friday, 21st August, 2026 at 11:30 a.m. (IST)** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements (including Audited Standalone and Consolidated Financial Statements) for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon;

2. To declare final dividend on Equity Shares on face value Re.1 each/- for the Financial Year ended 31st March, 2026 as follows:

   a) 25% dividend on fully paid-up shares and

   b) 12.50% dividend on partly paid-up shares (on proportionate basis) and

3. To appoint a director in place of Mr. Rajashekhar Mallikarjun Alegavi (DIN - 03584302), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2026.

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 148 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Manisha & Associates, Cost Accountants, Nagpur (Firm Registration No. 000321), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2027, amounting to Rs. 55,000 (Rupees Fifty-Five Thousand only) (plus Goods and Services Tax and reimbursement of out-of-pocket expenses) be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. TO APPROVE PAYMENT OF TECHNICAL CONSULTANCY CHARGES/FEES TO NON-EXECUTIVE DIRECTOR OF THE COMPANY AS PER REGULATION 17(6)(A) OF SEBI (LODR) REGULATIONS, 2015.

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

"**RESOLVED THAT** pursuant to Regulation 17(6)(a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and in supersession of Special Resolution passed in Annual General Meeting held on 21st August, 2025, the consent of the Members of the Company be and is hereby accorded for payment of Technical Consultancy Charges / Advisory Fees to Mr. R.M. Alegavi, (DIN - 03584302), a Non-Executive Director of the Company not exceeding to Rs. 2 Crore (Rupees Two Crore only) for the Financial Year 2026-27 for the consultancy provided / given by them on the project basis.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) LIMITS WITH LLOYDS METALS AND ENERGY LIMITED ("LMEL").

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

"**RESOLVED THAT** pursuant to Regulation 2(1) (zc), 23(4) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ("the Board") which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Lloyds Metals and Energy Limited ("LMEL"), a related party of the Company, on such terms and conditions as may be agreed between the Company and LMEL, for an aggregate value of up to Rs. 5,250 Crore (Rupees Five Thousand Two Hundred Fifty Crore only) for a period commencing from the 32nd (Thirty-Second) Annual General Meeting upto the date of 33rd (Thirty -Third) Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company."

"**RESOLVED FURTHER THAT** 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** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

"**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified, and confirmed in all respects."

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

7. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH LLOYDS ENTERPRISES LIMITED.

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

"**RESOLVED THAT** pursuant to Regulation 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited ("the Company"), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts /arrangements /transactions and/or enter into and/ or execute new contracts/arrangements/ transactions (whether by way of an individual transaction or a series of transactions taken together), as mentioned in the explanatory statement with **Lloyds Enterprises Limited** ("LEL"), a related party under section 2(76) of the Act and as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and LEL for an aggregate value of up to Rs. 200 crores (Rupees Two Hundred Crore only) for a period commencing from the 32nd (Thirty-Second) Annual General Meeting upto the date of 33rd (Thirty-Third) Annual General Meeting of the Company to be held in the year 2027, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors ("the Board"), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution."

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

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

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

8. INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

"**RESOLVED THAT** in supersession of the special resolution passed by the Members in their Annual General Meeting held on 21st August, 2025, and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deems beneficial and in the interest of the Company, for an amount not exceeding Rs. 5,000 Crore (Rupees Five Thousand Crore Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are and which may be individual/aggregate in excess of the limits prescribed i.e over and above 60% of the Company's paid up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors and/or Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

9. INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

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

"**RESOLVED THAT** in supersession of the special resolution passed by the shareholders in their General Meeting held on 29th August 2024, pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 5,000 Crore (Rupees Five Thousand Crore only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board of Directors
For Lloyds Engineering Works Limited

Rahima Shaikh
Company Secretary
ACS – 63449

Date: 25th July 2026
Place: Mumbai

Notes:

1. The Annual General Meeting (AGM) will be held on **Friday, 21st August, 2026** at 11:30 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.

2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024, 03/2025 dated 22nd September, 2025 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/ CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/ HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.

3. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

4. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.

5. Since this AGM is being held pursuant to the 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 AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

6. In line with the Circulars, Notice of this AGM, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.lloydsengg.in and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www. bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose Email IDs are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report and AGM Notice for financial year 2025-26 can be accessed.

7. Institutional / Corporate Members (i.e. other than individuals/ HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body resolution /authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to cshtarkas@gmail.com with a copy marked to evoting@nsdl.co.in and infoengg@lloyds.in. Institutional shareholders 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.

8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

9. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, Bigshare Services Private Limited ("RTA").

10. Those Shareholders whose Email IDs are not registered can get their Email ID's registered as follows:
    - Members holding shares in demat form can get their Email 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 RTA on their email id infoengg@lloyds.in or by sending the duly filled in e-communication registration form available at https://www.bigshareonline.com/resourcessebi_circular.aspx to our RTA on their Email ID investor@bigshareonline.com .

11. Those Members who have already registered their Email ID are requested to keep their Email ID validated with their DP to enable servicing of notices/ documents/ reports and other communications electronically to their Email ID in future.

12. Online Dispute Resolution Portal

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/ HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023, read with Master Circular No. SEBI/ HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 20th December, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the Registrar and Share Transfer Agent / the Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https:// smartodr.in/login) and the same can also be accessed through the Company's website at www.lloydsengg.in

13. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31st March, 2026 can send their queries at infoengg@lloyds.in at least 7 (Seven) days before the date of 32nd AGM. The same will be replied by/on behalf of the Company suitably.

14. 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. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

15. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

17. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 01st April, 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialise the shares with their Depository Participant.

18. The Register maintained under Section 170 and Section 189 of the Act and the Certificate under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the Members during the AGM.

    Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. Friday, 21st August, 2026. Members seeking to inspect such documents can send an email at infoengg@lloyds.in.

19. Members are provided with the facility for voting through voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.

20. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.

21. 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.

22. Instructions for voting through electronic means: The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Monday, 17th August, 2026 (9:00 A.M. IST)
End of remote e-voting	Thursday, 20th August, 2026 (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, 14th August, 2026 may cast their vote electronically. The voting right of Members 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, 14th August, 2026.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

1. 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 National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.

c. The Board of Directors of the Company has appointed Mr. Harshvardhan Tarkas, Practicing Company Secretary, (Membership No. A30701) as the Scrutinizer, to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM 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. **14th August, 2026**.

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., **14th August, 2026** only shall be entitled to avail the facility of remote e-voting **OR** e-voting at the AGM.

f. The Scrutinizer, after scrutinizing e-voting at the AGM and remote e-voting, will, not later than two working 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., **21st August, 2026**.

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 MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, 17th August, 2026 at 9.00 a.m. and ends on Thursday, 20th August, 2026 at 5.00 p.m. 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, 14th August, 2026, 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, 14th August, 2026.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	3. If you are 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

Type of shareholders	Login Method
	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for 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 140500 then user ID is 140500001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
2. Now, you will have to click on "Login" button.
3. 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 Email to mitesh@mjshah.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 Ms. Pallavi Mhatre at evoting@ nsdl.co.in.
4. You can also update your Mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).

THE INSTRUCTIONS FOR REGISTRATION OF EMAIL ADDRESS

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:

a. 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 infoengg@lloyds.in

b. 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 infoengg@lloyds.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

c. 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.

d. 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.

24. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

b. 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.

c. 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.

d. 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.

25. PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH NSDL:

a. 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.

b. Members are encouraged to join the Meeting through Laptops for better experience.

c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d. 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 WiFi or LAN Connection to mitigate any kind of aforesaid glitches.

e. 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 infoengg@lloyds.in. The same will be replied by the Company suitably.

26. DIVIDEND RELATED INFORMATION

a. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 15th August, 2026 to Thursday, 20th August, 2026** (both days inclusive) for the purpose of the AGM of the Company.

b. The Board of Directors have recommended a Final Dividend of 25 paisa (25%) per equity share of face value of Rs. 1/- each for the Financial Year ended 31st March, 2026 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Friday, 18th September, 2026 as under:

   a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Friday, 14th August, 2026.

   b. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 14th August, 2026.

   The dividend payable on partly paid-up equity shares shall be adjusted against any amount outstanding and payable by the respective shareholders towards the Rights Issue as on the Record Date. To the extent of such outstanding dues, the dividend entitlement shall stand appropriated and set-off against the same, and only the net balance amount, if any, shall be paid to the concerned shareholders in accordance with applicable laws and the terms of the Rights Issue.

The Securities and Exchange Board of India ("SEBI"), through its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021, and its subsequent amendments Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated 16th March, 2023, and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November, 2023 has mandated that, effective from 1st April, 2024, dividends to security holders holding securities in physical form shall be paid only through electronic mode. Such electronic payments will be processed only after the security holder has furnished the necessary details, including Permanent Account Number (PAN), choice of nomination (or an explicit opt-out), contact information such as mobile number and email address (if available), bank account details for direct credit of dividends, and a specimen signature. Failure to provide any of these mandatory details will result in non-payment of dividends to such security holders.

Further, relevant FAQs published by SEBI to provide clarity on the new requirements can be accessed on its official website. These FAQs offer detailed guidance for security holders in physical form regarding the submission of required documents and procedures.

In terms of Schedule I of the Listing Regulations, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as electronic clearance service (ECS), LECS (Local ECS)/ RECS (Regional ECS)/ NECS (National ECS), direct credit, real time gross settlement, national electronic fund transfer (NEFT), etc. for making payments like dividend etc. to the Members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their Depository Participants. Members holding securities in physical form shall send a request for updating their bank details, to the Company's RTA at investor@bigshareonline.com.

Mandatory Electronic Payment of Dividend:

With effect from 18th November, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued.

Payment shall be made subject to:

- Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the

Company/ RTA (for shareholders holding shares in physical form).

- Updating of bank details with DPs (for shareholders holding shares in dematerialized form).

COMMUNICATION IN RESPECT OF DEDUCTION OF TAX AT SOURCE ON FINAL DIVIDEND PAYOUT.

For all Shareholders:

a. Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates as per the Income Tax Act, 2025 and Finance Acts of the respective years. In general, no tax will be deducted on payment of dividend to category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed Rs. 10,000 (Rupees Ten Thousand Only). Members not falling in the said category, can go through the detailed note with regards to the applicability of tax rates for various other categories of members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company's website at www.lloydsengg.in .

b. Members are requested to note that dividends, if not encashed for a consecutive period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members / claimants are requested to claim their dividends from the Company within the stipulated timeline.

c. All communications/queries in this respect should be addressed to our RTA, Bigshare Services Private Limited at their Email ID at tds@bigshareonline.com , on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communication received upto Thursday, 30th July 2026 by 05:00 p.m. on the tax determination/ deduction shall be considered for the dividend.

d. Shareholders may note that in case the tax on said Final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against Company for any taxes deducted by the Company.

e. Shareholders are requested to update tax residential status, Permanent Account Number (PAN), registered email address, mobile numbers and other details with their Depository Participants, in case the shares are held in dematerialised form. Shareholders holding shares in physical mode, are requested to furnish details to the Company's RTA.

f. The formats of above declarations are available on the website of the Company at www.lloydsengg.in and also on the website of RTA at https://www. bigshareonline. com/resources-sebi_circular.aspx. The aforementioned documents (duly completed and signed) are required to be submitted to the Company's RTA at tds@ bigshareonline. com.

g. All the documents submitted by the shareholders will be verified by the Company and the Company will consider the same while deducting the appropriate taxes if they are in accordance with the provisions of the Income Tax Act, 2025. Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, option is available to the shareholder to file the return of income as per the Income Tax Act, 2025, and claim an appropriate refund, if eligible.

h. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and cooperation in any tax proceedings.

i. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

j. Shareholders are further requested to complete necessary formalities to link their bank accounts to their demat accounts to enable the Company to make timely credit of dividend in respective bank account.

k. Members are requested to contact Company's RTA, Bigshare Services Private Limited for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are given on the website of the Company at www.lloydsengg.in .

l. In terms of requirements of Section 124(6) of the Act read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consecutive years or more, to the IEPF Account established by the Central Government. The details of the unpaid/ unclaimed dividend amounts lying with the Company are available on the website of the Company at www.lloydsengg.in and on the website of MCA/ IEPF. Member(s) whose dividends/ shares are transferred to the IEPF can claim the same from the IEPF Authority by following the refund procedure as detailed on the IEPF website.

28. GENERAL GUIDELINES FOR MEMBERS

a) The Company has appointed CS Harshvardhan Tarkas Practicing Company Secretary (Membership No.: ACS 30701) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.

b) As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

c) The Scrutinizer shall submit his consolidated report to the Chairman within 2 (Two) working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www. nseindia.com , respectively, where the shares of the Company are listed and shall be placed on the Company's website at www.lloydsengg.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman.

d) Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically.

e) Members are requested to notify any changes in their address / Email IDs to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093.

f) To register your email address for all future correspondence and update the bank account details, please follow the below process:

   a) **Physical Holding:** Drop an email at investor@lloyds.in OR investor@ bigshareonline.com and the Company/ RTA shall assist with the process further.

   b) **Demat Holding:** Please contact your DP and follow the process advised by your DP.

g) Members must quote their Folio No. / Demat Account No. and Contact Details such as e-mail address, contact no. etc. in all their correspondence with the Company's Registrar and Share Transfer Agent.

h) A person who is not a member as on the cutoff date should treat this Notice for information purposes only.

i) The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 14th August, 2026.

j) 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 only shall be entitled to avail the facility of remote e-voting, as well as voting at the AGM.

k) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

31. 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 ("ICSI") are as below:

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

By Order of the Board
For Lloyds Engineering Works Limited

Rahima Shaikh
Company Secretary
ACS – 63449

Date: 25th July, 2026
Place: Mumbai

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

Annexed to the Notice convening the Thirty-Second (32nd) Annual General Meeting Scheduled on, Friday, 21st August 2026.

Item No. 4:

The Board of Directors, at its Meeting held on 5th May, 2026 upon the recommendation of the Audit Committee, approved the re-appointment of M/s. Manisha & Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year ending on 31st March, 2027, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 55,000 (Rupees Fifty-Five Thousand only) (plus Goods and Services Tax and reimbursement of out-of-pocket expenses, if any).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor, is required to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2027.

M/s. Manisha & Associates have furnished a certificate dated 5th May, 2026 regarding their eligibility for reappointment as Cost Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

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

Item no. 5:

As per Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015, all fees or compensation (except sitting fees), if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

Mr. Rajashekhar Mallikarjun Alegavi (DIN: 03584302) is a Non-Executive Director of the Company and rendering Technical Consultancy services to the Company based on his rich and core experience in the field of Company`s engineering business. Mr. Rajashekhar Mallikarjun Alegavi is a Professional and Technical Expert in designing and engineering of various equipment's and renders professional, technical, and technological advice to the company from time to time on need-based requirements.

Accordingly, Consent of the Members is required to approve Technical Consultancy charges/ fees towards the Technical Consultancy services rendered by Mr. Rajashekhar Mallikarjun Alegavi, Non- Executive Directors of the Company in a Financial Year 2026-27 for an amount of not exceeding Rs. 2,00,00,000 (Rupees Two Crore only). The Company has taken appropriate approvals of Audit Committee and Board of Directors pursuant to the section 188 of the Companies Act,2013 as this transaction is at arm length price and ordinary course of business.

However, Regulation 17 of SEBI (LODR) Regulations, 2015 mandates shareholders' approval in case of all fees or compensation, if any, paid to non-executive directors. This has necessitated seeking approval of the Members by way of a special resolution for payment of Technical Consultancy charges/ fees to Mr. Rajashekhar Mallikarjun Alegavi, non- executive Director of the Company as per terms and conditions of the respective service agreement as may be executed of aforesaid, in order to comply with the above-mentioned Regulation 17(6)(a) of SEBI (LODR) Regulations, 2015.

The Board of Directors therefore recommends the resolution as set out in Item No. 5 of the Notice for approval of members of the Company by way of a Special Resolution.

None of the Director apart from above and any of the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6:

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and any subsequent material modifications, as determined by the Audit Committee, require the prior approval of the Members by way of an ordinary resolution, even if such transactions are undertaken in the ordinary course of business and on an arm's length basis.

A related party transaction is considered material if the value of the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, directly and/ or through the Company's subsidiary(ies), exceeds 10% of the annual consolidated turnover of the listed entity as per its last audited consolidated financial statements.

Accordingly, in addition to the approval of the Audit Committee, prior approval of the Members is required for all material related party transactions.

Lloyds Engineering Works Limited ("LEWL" or "the Company") proposes to enter into material related party transaction(s) with Lloyds Metals and Energy Limited ("LMEL"), for an aggregate value not exceeding **Rs. 5,250 Crore (Rupees Five Thousand Two Hundred Fifty Crore only)** during the approved period. The proposed transaction(s), whether entered into individually or collectively as one or more transactions for the Financial Year 2026-27, may include:

- Sale of Goods, including raw materials, finished goods, and consumables (including work contract)

- Purchase of Goods, including manufactured and traded products
- Availing of Services, including technical, professional, administrative, and support services
- Rendering of Services, including technical, professional, administrative, and support services
- Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses
- *Sale of Assets, including tangible and intangible assets
- *Purchase of Assets, including tangible and intangible assets

The aforesaid transactions by the Company with LMEL, for Financial Year 2026-27 are estimated to be Rs. 5,250 Crore (Rupees Five Thousand Two Hundred Fifty Crore only) and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related party transaction. Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

All the proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis, on such terms and conditions as may be mutually agreed between the Company and LMEL.

The Audit Committee, including the Independent Directors, reviewed the proposed transactions in detail, along with all relevant information and documents furnished by the Management. The Committee also considered the mandatory disclosures required under the Industry Standards on "Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated October 13, 2025, and reviewed the certificates furnished by the Whole-time Director and the Chief Financial Officer of the Company in accordance with the said Industry Standards.

After detailed evaluation, the Audit Committee concluded that the proposed transactions are in the ordinary course of business, are on an arm's length basis, and are in the best interests of the Company. Accordingly, it approved the proposed transactions and recommended the same to the Board of Directors, subject to the approval of the Members.

The Board of Directors, based on the recommendation of the Audit Committee, has approved the proposed material related party transaction(s) and recommends the Ordinary Resolution set out at Item No. 6 for approval by the Members.

The mandatory disclosures required to be provided to the Members pursuant to Section III-B of the SEBI Master Circular dated January 30, 2026, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/135 dated October 13, 2025, incorporating the Industry Standards on "Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", are annexed to this Notice.

Details of the proposed RPTs between the Company and LMEL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated 11th November, 2024, read with SEBI Circular dated 26th June, 2025 and SEBI Master Circular dated 30th January 2026, are set out below:

Sr. No	Table of RPT	Information provided by the management		
1	Name of the related party	Lloyds Metals and Energy Limited (LMEL)		
2	Country of incorporation of the related party	India		
3	Nature of business of the related party	LMEL is engaged in business of Iron Ore mining, Pellet production and Power generation.		
A(2) Relationship and ownership of the Related Party				
	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following	Mr. Mukesh Gupta, Chairman, Whole-time Director and Promoter of the Company, is also a Director and Promoter of LMEL. Further, Mr. Rajesh Gupta, Promoter of the Company, is Managing Director and Promoter of LMEL. Additionally, LEL is a common promoter of both companies. Accordingly, the Company and LMEL form part of the same promoter and promoter group and are therefore related parties		
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil		

Sr. No	Table of RPT	Information provided by the management		
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	NA		
	Shareholding of the listed entity, whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without	NA		
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil		
A(3) Details of previous transactions with the related party		Details of the transactions by LMEL with LEWL		
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Nature of transaction for FY25-26	Rs. in Crore	
		Revenue	662.27	
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Nature of transaction for FY 2026-27	Rs. In Crore	
		No Transaction		
		The immediately preceeding quarter in which approval is sought in March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3) (1).		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No.		
A(4) Amount of the proposed transactions (All types of transactions taken together)				Amount (Rs. in Crore)
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders: Nature of transaction		
	Sr. No.	1. Sale of Goods, including raw materials, finished goods, and consumables (including work contract)		4,500
		2. Purchase of Goods, including manufactured and traded products		200
		3. Availing of Services, including technical, professional, administrative,and support services		100
		4. Rendering of Services, including technical, professional, administrative, and support services		100
		5. Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses		50
		6. Sale of Assets, including tangible and intangible assets		100
		7. Purchase of Assets, including tangible and intangible assets		200
		Total		5,250

Sr. No	Table of RPT	Information provided by the management		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction ("RPT") under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	The value of the proposed transaction is 403.49% of LEWL's annual consolidated turnover of Rs. 1,301.14 Crore for FY 2025-26.		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA		
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	The value of the proposed transaction is 30.68% of Company's annual consolidated turnover of Rs. 17,112.67 Crore for FY 2025-26.		
6	Financial performance of the related party for the immediately preceding financial year	Particulars	For FY 2025-26 (Rs. In Crores)	
		Turnover	16822.43	
		Profit After Tax	3828.64	
		Net worth	13870.89	
A(5) Basic details of proposed transactions to be approved				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Nature of Transactions	Amount(in crores)	
		1. Sale of Goods, including raw materials, finished goods, and consumables (including work contract)	4,500	
		2. Purchase of Goods, including manufactured and traded products	200	
		3. Availing of Services, including technical, professional, administrative, and support services	100	
		4. Rendering of Services, including technical, professional, administrative, and support services	100	
		5. Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	
		6. Sale of Assets, including tangible and intangible assets	100	
		7. Purchase of Assets, including tangible and intangible assets	200	
		Total	5,250	

Sr. No	Table of RPT	Information provided by the management		
2.	Details of the proposed transaction	The proposed Related Party Transactions to be entered into between the Company and LEWL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include:	Amount(in crores)	
		1. Sale of Goods, including raw materials, finished goods, and consumables (including work contract)	4,500	
		2. Purchase of Goods, including manufactured and traded products	200	
		3. Availing of Services, including technical, professional, administrative, and support services	100	
		4. Rendering of Services, including technical, professional, administrative, and support services	100	
		5. Infrastructure and Resource Sharing Arrangements, including cost allocation, recovery and reimbursement of shared expenses	50	
		6. Sale of Assets, including tangible and intangible assets	100	
		7. Purchase of Assets, including tangible and intangible assets	200	
		Total	5,250	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the Annual General Meeting of the Company to be held in the year 2027.		
4	Whether omnibus approval is being sought?	Yes		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Rs. 5,250 Crore (Rupees Five Thousand Two Hundred Fifty Crore Only) As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.		
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed Related Party Transactions (RPTs) with LMEL are in the interest of the listed entity due to strong operational synergies, aligned business objectives, and established reliability. LMEL's expertise is engaged in business of Iron Ore mining, Pellet production and Power ensures access to quality and dependable solutions. The transactions are expected to be conducted on an arm's length basis and in the ordinary course of business, ensuring transparency and regulatory compliance. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.		

Sr. No	Table of RPT	Information provided by the management		
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Name of the director / KMP	a) Mr. Mukesh Gupta, Chairman, Whole Time Director and Promoter of the Company, is also a Director and Promoter of LMEL. (b) Mr. Rajesh Gupta, Promoter of Company is also a Managing Director and Promoter of the LMEL. (c) Mr. Balasubramanian Prabhakaran, Non-executive Director of the Company is also a Managing Director and Promoter of LMEL (d) Lloyds Enterprises Limited is a common promoter of both companies.		
8	Shareholding of the director / KMP, whether direct or indirect, in the related party	Direct Holding: Mr. Mukesh Gupta holds 11,35,700 shares of LMEL. Indirect Holding: Nil		
9	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA		
10	Other information relevant for decision making.	Nil		
PART B Part B: Additional Information B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient		
2	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis		
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a) Amount of trade advance (b) Tenure (c) Whether same is self-liquidating?	The amount of any trade advance will be determined by the value of the corresponding purchase order and as per mutually agreed terms Not Applicable		

Sr. No	Table of RPT	Information provided by the management		
Part C: Specific type of the transaction where proposed RPT is material				
1	Latest credit rating of the related party Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	AA/Stable, from Crisil No		
	(a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No		
	(b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No		
	(c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No		
	(d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No		
	FY 2025-2026	Not Applicable		
	FY 2024-2025			
	FY 2023-2024			

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

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. Shreekrishna Gupta**, and their respective relatives, none of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item Item No. 6, except to the extent of their respective shareholding, if any, in the Company.

Item No. 7:

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and any subsequent material modifications, as determined by the Audit Committee, require the prior approval of the Members by way of an ordinary resolution, even if such transactions are undertaken in the ordinary course of business and on an arm's length basis.

A related party transaction is considered material if the value of the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, directly and/or through the Company's subsidiary(ies), exceeds 10% of the annual consolidated turnover of the listed entity as per its last audited consolidated financial statements.

Accordingly, in addition to the approval of the Audit Committee, prior approval of the Members is required for all material related party transactions.

Lloyds Engineering Works Limited ("LEWL" or "the Company") proposes to enter into material related party transaction(s) with Lloyds Enterprises Limited ("LEL"), for an aggregate value not exceeding ₹200 crore (Rupees Two Hundred Crore only) during the approved period. The proposed transaction(s), whether entered into individually or collectively as one or more transactions for the Financial Year 2026-27, may include:

1. Sale of Machinery and other Equipment’s for the purpose of processing of steel;

2 Purchase or Sale of steel or any other raw material as may be required in the course of business as per various Contract(s)/ arrangement(s)/transaction(s);

The aforesaid transactions by the Company with LEL, for Financial Year 2026-27 are estimated to be Rs. 200 Crore (Rupees Two Hundred Crore Only) and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related party transaction. Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

All the proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis, on such terms and conditions as may be mutually agreed between the Company and LEL.

The Audit Committee, including the Independent Directors, reviewed the proposed transactions in detail, along with all relevant information and documents furnished by the Management. The Committee also considered the mandatory disclosures required under the Industry Standards on "Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated October 13, 2025, and reviewed the certificates furnished by the Whole-time Director and the Chief Financial Officer of the Company in accordance with the said Industry Standards.

After detailed evaluation, the Audit Committee concluded that the proposed transactions are in the ordinary course of business, are on an arm's length basis, and are in the best interests of the Company. Accordingly, it approved the proposed transactions and recommended the same to the Board of Directors, subject to the approval of the Members.

The Board of Directors, based on the recommendation of the Audit Committee, has approved the proposed material related party transaction(s) and recommends the Ordinary Resolution set out at Item No. 6 for approval by the Members.

The mandatory disclosures required to be provided to the Members pursuant to Section III-B of the SEBI Master Circular dated January 30, 2026, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/135 dated October 13, 2025, incorporating the Industry Standards on "Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", are annexed to this Notice.

Details of the proposed RPTs between the Company and LEL, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and the minimum information required to be provided to the Audit Committee and the Members of the Company for approval of RPTs in terms of the Industry Standards formulated pursuant to the SEBI Master Circular dated 11th November, 2024, read with SEBI Circular dated 26th June, 2025 and SEBI Master Circular dated 30th January 2026, are set out below:

Sr. No	Particulars of the information	Information provided by the management		
1	Name of the related party	Lloyds Enterprises Limited (LEL)		
2	Country of incorporation of the related party	India		
3	Nature of business of the related party	Trading in iron and steel products. Investing in shares, securities, and other financial instruments. Holding strategic investments in engineering, real estate, mining, and infrastructure businesses.		
A(2) Relationship and ownership of the related party				
	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	LEWL is a subsidiary of Lloyds Enterprises Limited (LEL).		
	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL		
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	NA		
	Shareholding of the related party, whether direct or indirect, in the listed entity	LEL holds 49.26% equity share capital in LEWL (Direct and Indirect).		

Sr. No	Particulars of the information	Information provided by the management		
A(3) Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.		Nature of Transactions	FY 2025-26 (₹ In Crores)
			1. Sale of goods	42.76
			2. Capital Expenditure	0.03
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nature of transaction for FY26-27	Amount (in crore)	
		There were no transactions		
		"*The immediately preceding quarter in which the approval is sought is March 2026. Accordingly, the required details are provided in the aforesaid point i.e. A(3)(1)."		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No		
A(4) Amount of the proposed transaction(s)				
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 200 Crore (Rupees Two Hundred Crore only)		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction ("RPT") under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	15.37%		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA		
5	transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	23.65%		
6	Financial performance of the related party for the immediately preceding financial year:	Particulars	FY 2025-26 (Rs. In Crores)	
		Turnover	1756.29	
		Profit After Tax	416.96	
		Net worth	4142.59	
A(5) Basic details of the proposed transaction				

Sr. No	Particulars of the information	Information provided by the management		
1	Specific type of the proposed transaction (e.g. sale of goods /services, purchase of goods/ services, giving loan, borrowing etc.)	Nature of Transactions	₹ in Crores	
		1. Sale of Machinery and other Equipment's for the purpose of processing of steel;		
2	Details of each type of the proposed transaction	2 Purchase or Sale of steel or any other raw material as may be required in the course of business as per various Contract(s)/ a r r a n g e m e n t (s) / transaction(s);	200	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not exceeding one year from approval of members in General Meeting or till 33rd AGM		
4	Whether omnibus approval is being sought?	yes		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated breakup financial yearwise.	Rs. 200 crores		
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT's are in the interest of the Company as they enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements. The transactions are undertaken in the ordinary course of business and on an arm's length basis. The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.		
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Except Mr. Mukesh Gupta and Mr. Shreekrishna Gupta and their relatives none of the Promoter(s)/director(s)/ Key ManagerialPersonnel of the listed entity have interest in the transaction(s),whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party.		
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA		
9	Other information relevant for decision making			
PART B Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A: B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	There is no bidding process. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.		

Sr. No	Particulars of the information	Information provided by the management		
2	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis		
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction,specify the following a. Amount of Trade advance b. Tenure c. Whether same is selfliquidating?	The amount of any trade advance will be determined by the value of the corresponding purchase order and as per mutually agreed terms		
Part C: Specific type of the transaction where proposed RPT is material				
1	Latest credit rating of the related party	NA		
	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	No		
	(a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No		
	(b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No		
	(c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No		
	(d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No		
	FY 2025-2026	Not Applicable		
	FY 2024-2025			
	FY 2023-2024			

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

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. Shreekrishna Gupta**, and their respective relatives, none of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7, except to the extent of their respective shareholding, if any, in the Company.

Item No. 8:

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in securities up to an amount of 60% of its paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

The Shareholders of the Company in their Extra Ordinary General Meeting held on 29th August 2024, approved giving of any loan(s)/ advances / deposits / investments in shares, debentures and/ or other securities and to give, on behalf of the Company, any guarantee and/ or provide any security in connection with any loan or loans made by any other person to, or to any other persons by, any other person(s)/ Companies/Body Corporate(s) which shall be subject to aggregate limit of Rs. 1,000 Crores (Rupees One Thousand Crore only) and which may be individual/ aggregate in excess of the limits prescribed i.e over and above 60% of the Company's paid up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more. Aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company along with the loans, investments and guarantees to be made / provided by the Company in the near future, may exceed the limits approved by the Shareholders in the above AGM held on 29th August, 2024.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board of Directors of the Company that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, a fresh limit of Rs. 5,000 Crore (Rupees Five Thousand Crore only) nd Crore only shall be taken with the approval of Members of the Company. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to may give loan, guarantee, provide security or make investment in shares, debentures etc with any Body Corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 8.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 9:

The Members of the Company had, at their General Meeting held on 29th August, 2024, approved the borrowing limits of the Company pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"). The existing borrowing limit approved by the Members is ₹1,000 crore.

The Company is witnessing significant growth in its business operations and continues to pursue expansion opportunities across its existing and prospective business segments. In order to support its business plans, fund capital expenditure, finance long-term and short-term working capital requirements, undertake strategic investments, meet general corporate purposes and provide financial support, where required, to its subsidiaries and joint ventures, the Company may need to raise additional financial resources from time to time.

The Company may avail such financial assistance through one or more modes, including term loans, working capital facilities, cash credit facilities, overdrafts, external commercial borrowings, non-convertible debentures, commercial papers, inter-corporate borrowings and other debt instruments or credit facilities from banks, financial institutions, mutual funds, bodies corporate or any other eligible lenders, in one or more tranches, as may be considered appropriate by the Board of Directors.

Considering the Company's present and future funding requirements, the Board of Directors is of the opinion that the existing borrowing limit of ₹1,000 crore may not be adequate to meet the Company's business requirements. Accordingly, it is proposed to increase the overall borrowing limit of the Company from ₹1,000 crore to ₹5,000 crore (Rupees Five Thousand Crore only), exclusive of temporary loans obtained from the Company's bankers in the ordinary course of business.

Pursuant to the provisions of Section 180(1)(c) of the Act, the Board of Directors of a company cannot, except with the consent of the Members by way of a Special Resolution, borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

The proposed enhancement of the borrowing limits is intended to provide the Company with adequate financial flexibility to access debt markets and raise funds as and when required, depending upon business exigencies, market conditions and financing opportunities, without the need to seek Members' approval on each occasion. The proposed increase in the borrowing limits does not, by itself, imply that the Company will immediately borrow up to the enhanced limit. Borrowings shall be undertaken only as and when required, in accordance with the business needs of the Company and subject to applicable laws and internal approvals.

The Board is of the view that the proposed enhancement of the borrowing limits is in the best interests of the Company and its stakeholders, as it will enable the Company to efficiently meet its operational and strategic funding requirements while supporting its future growth plans.

Accordingly, the consent of the Members is sought by way of a Special Resolution as set out at Item No. 9 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 9 for approval by the Members

By Order of the Board
For Lloyds Engineering Works Limited

Rahima Shaikh
Company Secretary
ACS – 63449

Date: 25th July, 2026
Place: Mumbai

Key Details at glance:

32nd (Thirty-Second) Annual General Meeting (“AGM”)

Friday, 21st August 2026 at 11:30 a.m.

Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')

Sr. No.	Particulars	Details
1.	Participation through VC/OAVM	The 32nd AGM can be attended / live proceedings can be viewed at https://www.evoting.nsdl.com by following the instructions provided in the Notes to the Notice. Facility of joining the AGM shall open at 11:00 a.m. (IST)
2.	Technical Assistance for VC Participation	Contact NSDL at evoting@nsdl.com / 022 - 4886 7000
3.	Submission of Questions / Queries before the AGM	Questions with regard to the financial statements or any other matter to be placed at the 32nd AGM can be submitted from registered e-mail address on Friday, 14th August 2026 at rahima.shaikh@lloyds.in & infoengg@lloyds.in mentioning: Name of the shareholder; DP ID and Client ID/Folio number and Mobile number
4.	Speaker Pre-Registration	Members may send a request till Friday, 14th August 2026 (5.00 p.m. IST) from their registered email address to rahima.shaikh@lloyds.in & infoengg@lloyds.in mentioning: Name of the shareholder; DP ID and Client ID/Folio number; PAN and Mobile number. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5.	Dividend Details	Rate: 25% of Re. 1 Face Value i.e. 25 paise Partly paid up: 12.50% on Face Value of Re. 1 i.e. 12.50 paise Record Date: Friday, 14th August 2026
6.	Cut-off Date for remote e-voting period	Friday, 14th August 2026
7.	Remote e-Voting period	Monday, 17th August 2026 at 9.00 a.m. (IST) to Thursday, 20th August 2026 at 5.00 p.m. (IST)
8.	Registration of email address to receive Credentials for Remote e-Voting and Notice of the 31st AGM	Members whose email addresses are not registered and wish to receive the credentials for remote e-voting along with the Notice of the 32nd AGM and the Annual Report 2025-26 can get their e-mail addresses registered by writing an email to our RTA at alister@bigshareonline.com or investors@bigshareonline.com or by following the process mentioned in the Notes to the Notice of the 32nd AGM.