RS/LLOYDSENGG/BSEL-NSEL/2026/72 **25th August 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: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed a copy of the Postal Ballot Notice dated 06th August, 2026 along with the explanatory statement ("Postal Ballot Notice"), seeking approval of the Members of the Company on the following Resolutions:

Sr. No.	Description of Resolution	Type of Resolution
1.	To approve Material Related Party Transaction (s) Limits between Lloyds Metals and Energy Limited ("LMEL") and Techno Industries Private Limited ("TIPL") (TIPL being the Material Subsidiary of the Company).	Ordinary
2.	To approve Material Related Party Transaction (s) Limits between Lloyds Metals and Energy Limited ("LMEL") and Metalfab Hightech Private Limited ("MHPL") (MHPL being the Material Subsidiary of the Company).	Ordinary
3.	To consider and approve the variation in the objects of the Rights Issue mentioned in the Letter of Offer dated April 19, 2025.	Special
4.	To consider and approve the Increase in the ESOP Pool under the Employee Stock Option Scheme 2021.	Special

Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules, General Circulars No.14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with relevant SEBI Circulars and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, including any statutory modifications or re-enactment thereof for the time being in force, the Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered and names appear in the Register of Members/List of Beneficial Owners as on **Friday, 21st August, 2026** (Cut-off Date). As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

Members who have not registered their email addresses with the Company/Depositories are requested to register the same in respect of shares held in demat mode with the concerned Depository Participant and in respect of shares held in physical mode, by writing to M/s. Bigshare Private Limited, the Registrar and Transfer

Agent of the Company, at their address Office No S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093. Maharashtra or raise a query only through their website www.bigshareonline.com.

The Company has engaged the services of National Services Depository Limited for providing remote e-voting facility to the Members. The remote e-voting will commence on **Thursday, 27th August, 2026 from 9:00 a.m. (IST)** and shall end on **Friday, 25th September, 2026 at 5:00 p.m. (IST).**

The Notice is also being made available on the website of the Company at www.lloydsengg.in on the website of NSDL at www.evoting.nsdl.com.

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: 2026.08.25 17:17:04 +05'30'

Rahima Shaikh
Company Secretary & Compliance Officer
ACS – 63449
Encl: As above

NOTICE OF POSTAL BALLOT
(Notice pursuant to section 110 & 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given to the Members of Lloyds Engineering Works Limited (**"the Company"**), that pursuant to provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 22 and Rule 20 of Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**) read with General Circulars Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Secretarial Standard - 2 (**"SS-2"**) on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification (s) or enactment (s) or re-enactment (s) thereof, for the time being in force and as amended from time to time), that the Resolution as set out hereunder in this Notice is proposed for approval by Members of the Company by means of Postal Ballot through voting by electronic means only (**"remote e-voting"**).

An Explanatory Statement pursuant to Section 102 (1) and other applicable provisions, if any, of the Act read with the Rules, setting out the material facts relating to the resolution is mentioned in this Postal Ballot Notice.

In compliance with Regulations 44 of the SEBI Listing Regulations and pursuant to the provisions of section 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company is providing e-voting facility for voting electronically / remote e-voting on the Resolution proposed in this Postal Ballot Notice. Accordingly, members can cast their vote electronically through the NSDL e-voting platform. Remote e-voting will commence at 9:00 A.M. IST on Thursday, August 27, 2026 and will end at 5:00 P.M. IST on Friday, September 25, 2026. Members are requested to read the instructions in notes of this Postal Ballot Notice so as to cast their vote electronically and are requested to cast their vote before 5:00 P.M. IST on Friday, September 25, 2026.

As per MCA Circulars and SEBI circulars issued in this regard, the Company is sending Postal Ballot Notice along with e-voting instructions (the **"Notice"**) only by way of e-mail to all its Members who have registered their email addresses with the Company or depository (ies) / depository participants (**"DP"**)/ Registrar & Transfer Agent (**"RTA"**) and whose names appear in Register of Members / List of Beneficial Owner as on Cut – off Date Friday, August 21, 2026. Members, whose e-mail address is not registered with DP / Company / RTA, are requested to follow the process prescribed in the Notes section, to receive this Postal Ballot Notice, User ID and Password for remote e-voting.

The Board of Directors of the Company at its meeting held on August 06, 2026 have appointed Mr. Harshvardhan Tarkas, (Membership No. A30701), Practicing Company Secretaries, Mumbai, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

After completion of scrutiny, the Scrutinizer will submit his Report within the prescribed timeline mentioned in the Act, addressed to the Chairperson of the Company or any other person authorised by the Chairperson.

The results of e-voting along with the Scrutinizer's Report would be uploaded to National Stock Exchange of India Limited (**"NSE"**) and BSE Limited (**"BSE"**) and also be uploaded on the Company's website www.lloydsengg.in .

Registered Office : Plot No. A-5/5, MIDC Industrial Area, Murbad, District Thane – 421 401 | +91 2524 222271 | +91 95456 54196
Corporate Office : A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (W), Mumbai – 400 013 | +91 22 6291 8111
Works : Plot No. A-5/4, A-5/5 & A-6/3, MIDC Industrial Area, Murbad, District Thane – 421 401
: K-3, Additional Murbad Industrial Area, Kudavali Village, MIDC Murbad, District Thane – 421 401

www.lloydsengg.in
infoengg@lloyds.in
CIN: L28900MH1994PLC081235

SPECIAL BUSINESS:

Item No. 1: To approve Material Related Party Transaction(s) Limits between Lloyds Metals and Energy Limited ("LMEL") and Techno Industries Private Limited ("TIPL") (TIPL being the Material Subsidiary of the Company).

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

"**RESOLVED THAT** pursuant to Regulation 23 read with Regulation 2(1)(zc) 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 between **Lloyds Metals and Energy Limited** ("LMEL"), a related party of the Company and Techno Industries Private Limited ("TIPL") (Techno Industries Private Limited being the material subsidiary of the Company, on such terms and conditions as may be agreed between the Techno Industries Private Limited and LMEL, for an aggregate value of up to Rs. 125 Crore (Rupees One Hundred Twenty-Five Crore only) for a period commencing from 25th September 2026 upto 24th September 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 of Directors, 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 of Directors 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 of Directors, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board of Directors 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 of Directors or any person so authorised by the Board of Directors 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."

Item No. 2: To approve Material Related Party Transaction(s) Limits between Lloyds Metals and Energy Limited ("LMEL") and Metalfab Hightech Private Limited ("MHPL") (MHPL being the Material Subsidiary of the Company).

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

"**RESOLVED THAT** pursuant to Regulation 23 read with Regulation 2(1)(zc) 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 of Directors 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 between **Lloyds Metals and Energy Limited** ("LMEL"), a related party of the Company and Metalfab Hightech Private Limited ("MHPL") (Metalfab Hightech Private Limited being the material subsidiary of the Company), on such terms and conditions as may be agreed between the Metalfab Hightech Private Limited and LMEL, for an aggregate value of up to Rs. 350 Crore (Rupees Three Hundred Fifty Crore only) for a period commencing from 25th September 2026 upto 24th September 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 of Directors, 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 of Directors 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 of Directors, 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 of Directors or any person so authorised by the Board of Directors 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."

Item No. 3: To consider and approve the variation in the objects of the Rights Issue mentioned in the Letter of Offer dated April 19, 2025.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act 2013 read with the relevant rules made thereunder and all other applicable provisions of the Companies Act 2013, if any and rules framed thereunder (including any Statutory modification (s) or re-enactments thereof for the time being in force), Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and subject to such approvals as may be required, the consent of the Members be and is hereby accorded to vary the objects / terms of utilisation of the rights issue proceeds of the issue referred in the Letter of Offer dated April 19, 2025 in relation to the Rights Issue of the Company, as given below:

(Rs. in Crores)

Sr. No.	**Particulars**	**Objects / Amounts as per the Letter of Offer dated 19th April 2025**	**Amount Utilised Upto 30th June 2026**	**Balance Un-utilised as on 30th June 2026**	**Revised Balance Un-utilised Amount to be utilized from 1st July 2026 to 31st March 2027**

A.	**For Lloyds Engineering Works Limited**				
1	Funding the capital expenditure towards replacement of Industrial Shed's wall Roof Sheeting, repair, restoration and Strengthen of entire structure, at existing workshops at Murbad, Thane, Maharashtra	39.06	30.47	*8.59	-
2	Funding of acquisition of the Engineering Assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment of the machineries thereof	134	3.75	*130.25	*71.25
3	Funding the working capital requirements of our Company	336.53	336.53	-	*86.59
4	Investment in the equity shares of Techno Industries Private Limited (second tranche)	25	25	-	-
5	Funding of unidentified acquisition and General Corporate Purposes	344.31	175.42	168.89	168.89
B.	**For Techno Industries Private Limited**				
1	Funding the acquisition of leasehold rights of the land as well as shed thereon of the existing factory, situated at Plot No. 5002, Phase IV, GIDC, Vatva, Ahmedabad, Gujarat	20	20	-	-
2	Funding the capital expenditure requirements towards purchase of machineries at existing factories situated at Plot No. 5002 and Plot No. 505, Phase IV, GIDC, Vatva, Ahmedabad	32.97	21.2	*11.77	-
3	Funding the working capital requirements	33.4	33.4	-	-
C	Issue Related Expense	21.98	14.75	*7.23	-
	Gross Proceeds from the Issue	**987.25**	**660.52**	**326.73**	**326.73**

**The amount of Rs. 157.84 Cr remained unutilised as on June 30, 2026 from Point A (1) & A (2), Point B (2) and Point C which shall be utilised against Point A (2) and A (3) from 1st July 2026 till 31st March 2027.*

"**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to utilise the unutilised amount of **Rs. 326.73 Crore** remaining unutilised from the Original Object for (i) Funding of acquisition of the Engineering Assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment of the machineries thereof, (ii) Funding of acquisition of the Engineering Assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment of the machineries thereof, (iii) Funding of unidentified acquisition and General Corporate Purposes, (iv) Funding the capital expenditure requirements towards purchase of machineries at existing factories situated at Plot No. 5002 and Plot No. 505, Phase IV, GIDC, Vatva, Ahmedabad, (v) Issue Related Expense to be re-allocated and to be utilised towards existing (i) Funding of acquisition of the Engineering Assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment of the machineries thereof, (ii) Funding the working capital requirements of our Company and (iii) Funding of unidentified acquisition and General Corporate Purposes."

"**RESOLVED FURTHER THAT** the any one of the Board of Directors of the Company and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary to comply with the applicable provisions of the Companies Act 2013 for the time being in force, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to the above mentioned purpose, as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies, for the purpose of giving effect to this resolution."

Item No. 4: To consider and approve the Increase in the ESOP Pool under the Employee Stock Option Scheme 2021

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

"**RESOLVED THAT** pursuant to the provisions of Sections 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, the Employee Stock Option Scheme 2021 ("ESOP Scheme 2021"), and such other applicable laws, rules, regulations, circulars and guidelines (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to increase the ESOP pool under the ESOP Scheme 2021 from **4,40,00,000 (Four Crores Forty Lakhs)** stock options to **7,35,00,000 (Seven Crores Thirty Five Lakhs)** stock options, resulting in an increase of **2,95,00,000 (Two Crores Ninety Five Lakhs)** stock options, exercisable into an equivalent number of equity shares of the Company having a face value of Re. 1 each on such terms and conditions as may be determined in accordance with the ESOP Scheme 2021.

RESOLVED FURTHER THAT the additional stock options forming part of the increased ESOP pool shall be available for grant to the eligible employees of the Company and/or its holding company, subsidiary company(ies) and associate company(ies), including such other persons as may be eligible under the ESOP Scheme 2021 and the applicable provisions of the SEBI SBEB & SE Regulations, 2021, from time to time, but excluding employees who are specifically prohibited under applicable law.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to create, grant, offer, issue, vest, exercise, allot and administer the additional stock options comprised in the increased ESOP pool in accordance with the provisions of the ESOP Scheme 2021 and applicable laws, and to determine all matters relating thereto, including but not limited to the eligibility of employees, number of options to be granted, vesting conditions, exercise period, exercise price, treatment upon cessation of employment, and such other terms and conditions as may be considered necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee or any other Committee authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, writings and instruments, and make such filings, applications, intimations and disclosures with the stock exchanges, the Securities and Exchange Board of India, the Registrar of Companies and such other statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt that may arise in connection with or incidental to the implementation of this resolution, without requiring any further approval of the Members.

RESOLVED FURTHER THAT any one of the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to sign and submit all applications, forms, returns, documents and writings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

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

Sd/-
Rahima Shaikh
Company Secretary & Compliance Officer
ACS 63449

Date: 6th August 2026
Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Act in respect of the resolutions as set out above is annexed hereto and forms part of this Notice.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent by email only through electronic mode to those Members of the Company whose names appear on the Register of Members / Register of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants as on Friday, August 21, 2026 (**"the Cut- off Date"**). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot.

3. Pursuant to the provisions of Sections 108 of the Act read with rules made thereunder and Regulation 44 of SEBI Listing Regulations and SS–2, the Company is providing e-voting facility to its Members to enable them to cast their votes electronically on the resolution included in this Notice. The Company has appointed National Securities Depository Limited ("NSDL" / "Agency") for providing and supervising e-voting services, so as to enable the Members to cast their votes electronically instead of physical mode. In terms of General Circulars Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs ("MCA Circulars"), voting can be done only by remote e-voting.

4. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

5. Once the Member casts his/her vote on the resolution, he/she shall not be allowed to change it subsequently. Voting rights of the Members shall be in proportion to his / her / its shareholding in the paid-up equity share of the Company as on the Cut-Off date.

6. This Postal Ballot Notice will also be made available on the website of the Company i.e. www.lloydsengg.in, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and disseminated on the website of NSDL i.e. www.evoting.nsdl.com.

7. All the documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically, during the e-voting period, without any fees by the Members. Members seeking to inspect such documents can send their request to infoengg@lloyds.in and rahima.shaikh@lloyds.in mentioning their Folio No. / DP ID and Client ID.

8. The Company has designated an exclusive Email ID infoengg@lloyds.in for redressal of Members complaints / grievances. For any investor related queries, you are requested to write to us at the above Email ID.

9. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Further, pursuant to SEBI Master Circular dated May 7, 2024,

transmission or transposition of securities shall be affected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited ("RTA") at Investor@bigshareonline.com for assistance in this regard.

10. SEBI further vide its circulars dated May 7, 2024 and June 10, 2024 mandated that the security holders (holding securities in physical form), whose folio (s) do not have PAN or Choice of Nomination or Contact Details (Postal Address with PIN and Mobile Number), Bank Accounts details and Specimen signature, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety. Accordingly, such Members are requested to submit the aforesaid requisite information /documents at the earliest with the RTA of the Company at Investor@bigshareonline.com . The relevant documents for same may be accessed from the Company's website at www.bigshareonline.com.

    SEBI vide its circulars dated November 3, 2021, December 14, 2021, March 16, 2023 and November 17, 2023, mandated that with effect from April 1, 2024, dividend to members (holding shares in physical form) shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no., complete bank details and specimen signatures are registered. In case of non-updation of KYC in respect of physical folios, dividend shall be paid upon furnishing all the aforesaid details in entirety.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

12. As per provisions of Section 72 of the Act and SEBI Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member / Shareholders desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.bigshareonline.com.

13. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

14. We urge Members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your DPs.

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING:

(i) The voting period begins on Thursday, August 27, 2026 at 09.00 A.M. IST and ends on Friday, September 25, 2026 at 05.00 P.M. IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Friday, August 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members / retail Members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members / Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The login method for e-voting are as follows:

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 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.

Registered Office : Plot No. A-5/5, MIDC Industrial Area, Murbad, District Thane – 421 401 | +91 2524 222271 | +91 95456 54196
Corporate Office : A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (W), Mumbai – 400 013 | +91 22 6291 8111
Works : Plot No. A-5/4, A-5/5 & A-6/3, MIDC Industrial Area, Murbad, District Thane – 421 401
: K-3, Additional Murbad Industrial Area, Kudavali Village, MIDC Murbad, District Thane – 421 401

www.lloydsengg.in
infoengg@lloyds.in
CIN: L28900MH1994PLC081235

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 141450 then user ID is 101456001***

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

a) If you are already registered for e-Voting, then you can 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by 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.
a. 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.

If you have any queries or issues regarding e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or contact at toll free no. 022 - 4886 7000.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Amit Vishal or Ms. Pallavi Mhatre or send an email to amitv@nsdl.com or pallavid@nsdl.com or call at toll free no. 022-4886 7000.

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

Sd/-
Rahima Shaikh
Company Secretary & Compliance Officer
ACS 63449

Date: 6th August 2026
Place: Mumbai

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any statutory modification(s) or enactment(s) or re-enactment(s) made thereunder, if any, for the time being in force) (the "Act"), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 1:

Techno Industries Private Limited ("TIPL") is a Wholly Owned Subsidiary of Lloyds Engineering Works Limited ('LEWL' or the 'Company') engaged in manufacturing of elevators, escalators, motors and pumps. It is a related party of the LEWL under Regulation 2(1) (zb) of the SEBI Listing Regulations.

Lloyds Metals and Energy Limited ("LMEL") is engaged in business of Iron Ore mining, Pellet production and Power generation. Mr. Mukesh Gupta, Chairman, Whole-time Director and Promoter of the LEWL, is also a Director and Promoter of LMEL. Further Mr. Rajesh Gupta, Promoter of the Company, is Managing Director and Promoter of LMEL. Accordingly, LEWL and LMEL form part of the same promoter and promoter group and are therefore related party of the Company under Regulation 2(1) (zb) of the SEBI Listing Regulations.

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 turnover of the Techno Industries Private Limited as per its last audited financial statements of Techno Industries Private Limited.

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

Techno Industries Private Limited proposes to enter into related party transaction(s) with Lloyds Metals and Energy Limited ("LMEL"), for an aggregate value not exceeding **₹125 crore (Rupees One Hundred Twenty-Five 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:

- Purchase of Goods and
- Sale of Goods

The aforesaid transactions by the TIPL with LMEL, for Financial Year 2026-27 are estimated to be Rs. **₹125 crore (Rupees One Hundred Twenty-Five 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 TIPL 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. 1 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 Techno 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.	Particulars	Information provided by the management		
Part A: Minimum information of the proposed RPT				
A (1) Basic details of the related parties				
1.	Name of the related parties	Transaction between Techno Industries Private Limited (TIPL) (subsidiary of the Company) and Lloyds Metals and Energy Limited (LMEL)		
2.	Country of incorporation of the related parties	India		
3.	Nature of business of the related parties	TIPL is enaged in manufacturing of elevators, escalators, motors and pumps. LMEL is engaged in business of Iron Ore mining, Pellet production and Power generation.		
A (2) Relationship and ownership of the related parties				
4	Relationship between the listed entity (in case of transaction involving the	TIPL is Wholly Owned Subsidiary of the Company and Mr. Mukesh Gupta, Chairman, Whole-time Director and		

	subsidiary) and the related parties including nature of its concern (financial or otherwise) and the following	Promoter of the Company, is also a Director and Promoter of LMEL. Further, Mr. Rajesh Gupta, Promoter of the LEWL, is Managing Director and Promoter of LMEL. Accordingly, the Company and LMEL form part of the same promoter and promoter group and are therefore related parties.		
5	Shareholding of the listed entity, whether direct or indirect, in the related party.	The Company holds 100% stake in TIPL, whereas both the related parties i.e. TIPL and LMEL does not hold any stake in each other.		
6	Where the related parties i.e. (TIPL and LMEL) 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		
7	Shareholding of the related parties, whether direct or indirect, in the listed entity	TIPL and LMEL does not hold any shareholding in the Company. Also, TIPL does not hold any shareholding in LMEL and vice versa.		
A (3) Details of previous transactions with the related party: **Details of the transactions between Techno Industries Private Limited (TIPL) and Lloyds Metals and Energy Limited (LMEL)**				
1	Total amount of all the transactions undertaken by the listed entity with related party during the last financial year. (The transaction is between TIPL and LMEL hence the nature of transaction mentioned is between them)	Nature of transaction for FY25-26	Amount (in crore)	
		Sales	6.53	
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 (The transaction is between TIPL and LMEL hence the details mentioned is between them)	Nature of transaction for FY26-27	Amount (in crore)	
		No Transaction		
		Nil *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).	Nil	
3	Any default, if any, made by a related party concerning any	No		

	obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.			
A (4) Amount of the proposed transactions (All types of transactions taken together):				(Amount in Crore)
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (The proposed transaction is between TIPL and LMEL hence the details mentioned is between them)	Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders: Nature of transaction		Amount (Rs.)
	Sr. No.			
	1.	Purchase of Goods		25 Cr
	2.	Sale of Goods		100 Cr
		Total		**125 Cr**
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 9.61% of the Company 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)	The value of the proposed transaction is 67.30% of annual Standalone turnover of Rs. 185.74 Crore of TIPL for FY 2025-26.		
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	The value of the proposed transaction is 0.74% of LMEL's annual consolidated turnover of Rs.16,822.43 Crore for FY 2025-26.		

	immediately preceding financial year, if available			
6	Financial performance of the related party for the immediately preceding financial year	Particulars	For FY 2025-26 Amount (in crores)	
		Turnover	16,822.43	
		Profit After Tax	3,828.64	
		Net worth	13,870.89	
	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.) (The proposed transaction is between TIPL and LMEL hence the details mentioned is between them)	Nature of transaction	Amount (in crores)	
		Purchase of Goods	25	
		Sale of Goods	100	
		Total	125	
	Details of the proposed transaction	The proposed Related Party Transactions to be entered into between the TIPL and LMEL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.		
		These include: (i) purchase of goods and (ii) sale of goods, .		
2	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the 25th September 2027		
3	Whether omnibus approval is being sought?	Yes		
4	Value of the proposed transaction during a financial year.	125 Crore (Rupees One Hundred Twenty-Five Crore Only).		
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.		
5	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) between TIPL & 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.		
6	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) Mr. Kishor Kumar Mohanlal Pradhan is Independent Director in the company and TIPL.		
7	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		
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.	Nil		
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?	Nil Not Applicable		
	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 FY 2024-2025 FY 2023-2024	Not Applicable		

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. 1, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the **Ordinary Resolution** set out at **Item No. 1** for approval by the Members.

Item No. 2:

Metalfab Hightech Private Limited ("MHPL") is a Material Subsidiary of Lloyds Engineering Works Limited (the Company) is engaged in heavy fabrication for steel, railways and infrastructure industries. It is a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations.

Lloyds Metals and Energy Limited ("LMEL") is engaged in business of Iron Ore mining, Pellet production and Power generation. 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 party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations.

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.

MHPL proposes to enter into material related party transaction(s) with LMEL, for an aggregate value not exceeding **₹350 crore (Rupees Three Hundred and 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:

- Purchase of Goods and
- Sale of Goods

The aforesaid transactions by the Company with LMEL, for Financial Year 2026-27 are estimated to be Rs. **₹350 crore (Rupees Three Hundred and 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 MHPL 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.	**Particulars**	**Information provided by the management**		
Part A: Minimum information of the proposed RPT				
A (1) Basic details of the related part				

1.	Name of the related party	Between Metalfab Hightech Private Limited (MHPL) and Lloyds Metals and Energy Limited (LMEL)		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	MHPL is enaged in fabrication for steel, railways and infrastructure industries. LMEL is engaged in business of Iron Ore mining, Pellet production and Power generation.		
A (2) Relationship and ownership of the related party				
4	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	Metalfab Hightech Private Limited is a Material Subsidiary of the Company and 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. Accordingly, the Company and LMEL form part of the same promoter and promoter group and are therefore related parties.		
5	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil		
6	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		
7	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 between Metalfab Hightech Private Limited (MHPL) and Lloyds Metals and Energy Limited (LMEL)**				
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	Amount (Rs. in crore)	
		Sale	82.11	

	(The transaction is between MHPL and LMEL hence the nature of transaction mentioned is between them)			
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. (The transaction is between MHPL and LMEL hence the details mentioned is between them)	Nature of transaction for FY26-27	Amount (in crore)	
		No Transaction		
		Nil *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).	Nil	
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 in Crore)				
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (The proposed transaction is between MHPL and LMEL hence the details mentioned is between them)	Following are the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:		
	Sr. No	Nature of transaction		Amount
	1.	Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)		50 Cr
	2.	Sale of Goods, including manufactured and traded products		300 Cr
		Total		350 Cr
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current	Yes, the proposed transaction is a material Related Party Transaction ("RPT") under Securities and Exchange Board of India (Listing Obligations and Disclosure		

	financial year would render the proposed transaction a material RPT?	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 26.90% of the Company'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)	The value of the proposed transaction is 201.89 % of Metalfab's annual Turnover Rs. 173.36 Crore.		
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 2.08% of LMEL's annual consolidated turnover of Rs. 16,822.43 Crore for FY 2025-26.		
6	Financial performance of the related party for the immediately preceding financial year	Particulars	For FY 2025-26 Amount (in crore)	
		Turnover	16,822.43	
		Profit After Tax	3,828.64	
		Net worth	13,870.89	
	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.) (The proposed transaction is between MHPL and LMEL hence the details mentioned is between them)	Nature of transaction	Amount (Rs. in crore)	
		1. Purchase of Goods, including raw materials, finished goods, and consumables (including work contract)	50	

		2. Sale of Goods, including manufactured and traded products	300	
		Total	**350**	
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: 1. Purchase of Goods, including raw materials, finished goods, and consumables (including work contract) 2. Sale of Goods, including manufactured and traded products		
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till 24th September 2027		
4	Whether omnibus approval is being sought?	Yes		
5	Value of the proposed transaction during a financial year.	350 Crore (Rupees Three Hundred Fifty Crore Only).		
6	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.		
7	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.		
8	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	Metalfab is the Material Subsidiary of the Company.		
9	Shareholding of the director / KMP, whether direct or indirect, in the related party	Direct Holding: There is no direct holding of LMEL's directors in Metalfab or vice versa. Indirect Holding: Nil		
10	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA		
11	Other information relevant for decision making.	Nil		
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	Nil		

	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?	Not Applicable		
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		
	(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 FY 2024-2025 FY 2023-2024	Not Applicable		

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. 2, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the **Ordinary Resolution** set out at **Item No. 2** for approval by the Members.

Item No. 3: To consider and approve the variation in the objects of the Rights Issue mentioned in the Letter of Offer dated April 19, 2025.

The Company had raised an aggregate amount of **Rs. 987.25** Crore through Rights Issue ("Issue") and the proceeds of the Issue were proposed to be utilised for the objects specified in the Letter of Offer dated April 19, 2025 details of which are set out in the table:

(Rs. In Crore)

Sr. No.	Particulars	Objects / Amounts as per the Letter of Offer dated 19th April 2025
A.	**For Lloyds Engineering Works Limited**	
1	Funding the capital expenditure towards replacement of Industrial Shed's wall Roof Sheeting, repair, restoration and Strengthen of entire structure, at existing workshops at Murbad, Thane, Maharashtra	39.06
2	Funding of acquisition of the Engineering Assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment of the machineries thereof	134.00
3	Funding the working capital requirements of our Company	336.53
4	Investment in the equity shares of Techno Industries Private Limited (second tranche)	25.00
5	Funding of unidentified acquisition and General Corporate Purposes	344.31
B.	**For Techno Industries Private Limited**	
1	Funding the acquisition of leasehold rights of the land as well as shed thereon of the existing factory, situated at Plot No. 5002, Phase IV, GIDC, Vatva, Ahmedabad, Gujarat	20.00
2	Funding the capital expenditure requirements towards purchase of machineries at existing factories situated at Plot No. 5002 and Plot No. 505, Phase IV, GIDC, Vatva, Ahmedabad	32.97
3	Funding the working capital requirements	33.40
4	Issue Related Expense	21.98
	Gross Proceeds from the Issue	**987.25**

Status of Utilisation of Issue Proceeds

The Company had proposed to deploy the Gross Proceeds of the Issue in accordance with the implementation schedule disclosed in the Letter of Offer. The status of utilisation of the Issue Proceeds as on June 30, 2026 is set out below:

(Rs. in Crore)

Sr. No.	Particulars	Objects / Amounts as per the Letter of Offer dated 19th April 2025	Amount Utilised Upto 30th June 2026	Balance Unutilised as on 30th June 2026	Revised Balance Unutilised Amount to be utilized from 1st July 2026 to 31st March 2027
A.	**For Lloyds Engineering Works Limited**				
1	Funding the capital expenditure towards replacement of Industrial Shed's wall Roof Sheeting, repair, restoration and Strengthen of entire structure, at existing workshops at Murbad, Thane, Maharashtra	39.06	30.47	8.59	-
2	Funding of acquisition of the Engineering Assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment of the machineries thereof	134	3.75	130.25	*71.25
3	Funding the working capital requirements of our Company	336.53	336.53	-	*86.59
4	Investment in the equity shares of Techno Industries Private Limited (second tranche)	25	25	-	-
5	Funding of unidentified acquisition and General Corporate Purposes	344.31	175.42	168.89	168.89
B.	**For Techno Industries Private Limited**				
1	Funding the acquisition of leasehold rights of the land as well as shed thereon of the existing factory, situated at Plot No. 5002,	20	20	-	-

	Phase IV, GIDC, Vatva, Ahmedabad, Gujarat				
2	Funding the capital expenditure requirements towards purchase of machineries at existing factories situated at Plot No. 5002 and Plot No. 505, Phase IV, GIDC, Vatva, Ahmedabad	32.97	21.2	11.77	-
3	Funding the working capital requirements	33.4	33.4	-	-
C	Issue Related Expense	21.98	14.75	7.23	-
	Gross Proceeds from the Issue	**987.25**	**660.52**	**326.73**	**326.73**

** The amount of Rs. 157.84 Cr remained unutilised as on June 30, 2026 from Point A (1) & A (2), Point B (2) and Point C which shall be utilised against Point A (2) and A (3) from 1st July 2026 till 31st March 2027.*

As on June 30, 2026 an aggregate amount of **Rs. 660.52 Crore** has been utilised towards the objects of the Issue and an amount of **Rs. 326.73 Crore** remains unutilised.

Out of the aforesaid unutilised amount, it represents the following:

1) **Rs. 157.84 Crore** represents under the following objects:

- Funding the capital expenditure towards replacement of Industrial Shed wall roof sheeting, repair, restoration and strengthening of the entire structure at the existing workshops at Murbad, Thane, Maharashtra – **Rs. 8.59** Crore;
- Funding of acquisition of the Engineering Assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment of the machineries thereof – **Rs. 130.25 Crore**;
- Funding the capital expenditure requirements towards purchase of machineries at the existing factories situated at Plot No. 5002 and Plot No. 505, Phase IV, GIDC, Vatva, Ahmedabad – **Rs. 11.77 Crore**; and
- Issue Related Expenses – **Rs. 7.23 Crore**.

2) **Rs. 168.89 Cr** represents 'Funding of unidentified acquisition and General Corporate Purposes' under the Object of Rights Issue which remains unutilised.

The Company has made its best efforts to utilise the Issue Proceeds in accordance with the objects stated in the Letter of Offer. However, considering the current business environment, project requirements and operational priorities, the Company does not foresee utilisation of the aforesaid amount strictly in accordance with the original objects.

Accordingly, Out of Rs. **Rs. 326.73 Crore unutilised amount,** it is proposed to vary the utilisation of **Rs. 86.59** which shall be reallocated towards **Funding the working capital requirements of the Company**, comprising:

- Rs. **59.00** Crore from the allocation towards acquisition of the engineering assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment thereof;
- Rs. **8.59** Crore from capital expenditure towards replacement of industrial shed wall and roof sheeting, repair, restoration and strengthening of the existing workshops at Murbad, Thane;
- Rs. **11.77** Crore from capital expenditure towards purchase of machinery at Techno Industries Private Limited; and
- Rs. **7.23** Crore from Issue related expenses.

Further, the balance amount of **Rs. 71.25 Crore and Rs. 168.89 Crore** shall continue to be utilised towards (i) Funding the acquisition of the engineering assets of Bhilai Engineering Corporation Limited and overhauling and refurbishment of the machinery thereof and **(ii)** Funding of unidentified acquisition and General Corporate Purposes respectively.

The proposed variation in the objects of the Issue is intended to align the utilisation of the Issue Proceeds with the Company's current business requirements and operational priorities. The proposed reallocation will enable the Company to deploy the unutilised funds in a more efficient and prudent manner, thereby facilitating effective utilisation of the Issue Proceeds while safeguarding the interests of the Members and other stakeholders.

Pursuant to the provisions of **Section 27 of the Companies Act, 2013**, read with the applicable rules made thereunder, **Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018**, and other applicable provisions of law, any variation in the objects for which the proceeds of a public issue or rights issue were raised requires the approval of the Members by way of a **Special Resolution**.

Accordingly, the Board of Directors of the Company, at its meeting held on **August 06, 2026**, approved the proposed variation in the objects of the Issue, subject to the approval of the Members.

The Board of Directors are of the view that the proposed variation will enable optimum utilisation of the unutilised Issue Proceeds, provide greater operational and financial flexibility, and support the Company's business objectives, thereby creating long-term value for the Members.
None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, 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. 3** of the accompanying Notice for approval by the Members.

Item No. 4: To consider and approve for Increase in the ESOP Pool under the Employee Stock Option Scheme 2021.

The Company had introduced the **Lloyds Steels Industries Limited Employee Stock Option Scheme 2021 ("ESOP Scheme 2021")**, which was approved by the Members of the Company in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"). The ESOP Scheme 2021 was formulated with the objective of creating a sense of ownership among employees, rewarding their contribution towards the growth of the Company and aligning their interests with those of the shareholders through long-term equity participation.

Pursuant to the approval of the Members, the Company had created an ESOP pool comprising **4,40,00,000 (Four Crores Forty Lakhs)** stock options. Since the implementation of the ESOP Scheme 2021, the Company has granted stock options to eligible employees from time to time in accordance with the provisions of the Scheme and applicable laws. The Scheme has served as an important component of the Company's employee compensation framework by enabling the Company to attract, retain, motivate and reward talented employees and foster a culture of ownership and accountability.

Over the last few years, the Company has witnessed significant growth in its business operations and has undertaken various strategic initiatives to strengthen its market position and support its long-term growth plans. In view of the Company's expanding operations, increasing employee base, future hiring plans and the need to continue incentivising existing and prospective employees, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("Committee"), has reviewed the adequacy of the existing ESOP pool.

The Board of Directors is of the opinion that the existing ESOP pool may not be sufficient to meet the Company's future requirements for granting stock options to eligible employees. Accordingly, it is proposed to increase the ESOP pool under the ESOP Scheme 2021 from **4,40,00,000 (Four Crores Forty Lakhs)** stock options to **7,35,00,000 (Seven Crores Thirty-Five Lakhs)** stock options, resulting in an increase of **2,95,00,000 (Two Crores Ninety Five Lakhs)** stock options.

The proposed increase in the ESOP pool will enable the Company to continue granting stock options under the ESOP Scheme 2021 to eligible employees in accordance with the terms of the Scheme and the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI SBEB & SE Regulations and other applicable laws. The increase in the ESOP pool will not alter any of the other terms and conditions of the ESOP Scheme 2021, which shall continue to remain in force.

As per regulation 6 (2) of Part C of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Sr. No.	Particulars	Disclosure
(i)	brief description of the scheme (s)	The scheme is called "LLOYDS STEELS INDUSTRIES LIMITED EMPLOYEE STOCK OPTION PLAN – 2021" and the objective of recognize and reward the efforts of employees and their continued association with the Company.
(ii)	the total number of options, SARs, shares or benefits, as the case may be, to be offered and granted	The total number of options proposed to be offered and granted under the Scheme shall be up to 7,35,00,000 (Seven Crore Thirty-Five Lakhs) options.
(iii)	identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)	The Scheme shall be applicable to such employees as may be determined by the Nomination and Remuneration Committee from time to time.
(iv)	requirements of vesting and period of vesting	Vesting Period as per the ESOP Scheme of the Company
(v)	maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested	The options granted under Plan shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee subject to maximum period of 7 (Seven) years. The vesting schedule shall be mentioned in the Grant letter as may be decided by the Committee subject to maximum period of 7 (Seven) years.
(vi)	exercise price, SAR price, purchase price or pricing formula	determined in accordance with the terms of the Scheme
(vii)	exercise period/offer period and process of exercise/acceptance of offer	determined in accordance with the terms of the Scheme

(viii	the appraisal process for determining the eligibility of employees for the scheme(s)	The eligibility of employees for grant of options shall be determined based on such parameters as may be prescribed by the Nomination and Remuneration Committee.
(ix)	maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any	The maximum number of Options that can be granted to any eligible Employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of Options.
(x)	maximum quantum of benefits to be provided per employee under a scheme(s)	Determined in accordance with the terms of the Scheme and shall be within the overall limit approved under the Scheme, subject to applicable laws and regulations.
(xi)	whether the scheme(s) is to be implemented and administered directly by the company or through a trust	Through Trust
(xii)	whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	Trust will acquire shares of the company through fresh allotment from the company and which will be transferred to the Employees
(xiii	the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Determined in accordance with the terms of the Scheme
(xiv	maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	
(xv)	a statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company shall comply with the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time and shall use Fair value method and the fair value of options would be calculated as per the prescribed method under the applicable regulations.
(xvi	the method which the company shall use to value its options or SARs	Fair Value method
(xvi	the following statement, if applicable In case the company opts for expensing of share-based employee	

	benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report	
(xvi	period of lock-in	The Shares allotted to the employees pursuant to exercise of an Option shall not be subject to any lock-in unless mandated by applicable laws.
(xix	Terms & conditions for buyback, if any, of specified securities covered under these regulations	There are no specific buyback provisions under the Scheme. Any buyback shall be undertaken in accordance with applicable laws and regulations.

The Board of Directors believes that employee stock options are an effective long-term incentive mechanism that aligns the interests of employees with those of the shareholders by providing employees with an opportunity to participate in the future growth and success of the Company. The proposed increase in the ESOP pool will provide the Company with greater flexibility to make future grants, support succession planning, recognise sustained performance, encourage innovation and entrepreneurship, improve employee retention and strengthen the Company's ability to attract high-quality talent in a competitive business environment.

The proposed increase is expected to support the Company's long-term business strategy and enhance shareholder value by encouraging greater employee commitment and ownership. The Board is of the view that maintaining an adequate ESOP pool is essential for implementing an effective equity-based compensation programme consistent with prevailing market practices and corporate governance standards.

The proposed the increase in ESOP pool by issuing an amendment to the scheme.

Sr. No.	Particulars	Disclosure
i.	Brief details of options granted;	No fresh grant being done Nomination and Remuneration Committee and Board of Directors recommended to increase the ESOP Pool from 4,40,00,000 to 7,35,00,000 option subject to shareholders approval
ii.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes, Shareholders approval will be sought for the amendment to LLOYDS STEELS INDUSTRIES LIMITED EMPLOYEE STOCK OPTION PLAN – 2021 in respect to applicable ESOP Pool Clause(s).
iii.	Total number of shares covered by these options	from 4,40,00,000 to 7,35,00,000.

iv.	Pricing formula	Not Applicable since no grant being done at present The Exercise Price shall be based on the Market Price of the Company which shall mean the latest closing price on a recognised stock exchange on which the shares of the company are listed one day before the meeting of the Committee wherein the grants of options will be approved.
v.	Options vested	Not Applicable at present
vi	Time within which option may be exercised	The Exercise period for the vested options will be 3 years from the date of vesting.
vii	Options exercised	Not Applicable
viii	Money realized by exercise of options	Not Applicable
ix	the total number of shares arising as a result of exercise of option	Not Applicable (as no fresh grant and allotment)
x	options lapsed	Not Applicable (as no fresh grant and allotment
xi	variation of terms of options	Not Applicable (as no fresh grant and allotment
xii	brief details of significant terms	As per the amended Lloyds Steels Industries Limited Employee Stock Option Plan – 2021 which shall be approved by the Members of the Company as well as requisite approval as and when required by regulatory authority.
xiii	subsequent changes or cancellation or exercise of such options	Not Applicable
xiv	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable

Pursuant to the provisions of **Section 62(1)(b)** of the Companies Act, 2013 read with **Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014**, **Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, the approval of the Members by way of a **Special Resolution** is required for increasing the number of stock options available for grant under the ESOP Scheme 2021.

Accordingly, the Board of Directors of the Company, at its meeting held on **August 06, 2026**, based on the recommendation of the Nomination and Remuneration Committee, approved the proposal for increasing the ESOP pool under the ESOP Scheme 2021 and recommended the same for the approval of the Members by way of a Special Resolution.

The additional stock options proposed to be created pursuant to this resolution shall rank pari passu in all respects with the existing stock options under the ESOP Scheme 2021 as and when converted into Equity shares of the Company and shall be governed by the terms and conditions of the Scheme as amended from time to time.

The Board of Directors is satisfied that the proposed increase in the ESOP pool is in the best interests of the Company and will facilitate effective implementation of the Company's employee incentive programme, thereby contributing to sustainable growth and long-term value creation for all stakeholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent that they may be eligible to receive stock options under the ESOP Scheme 2021 in accordance with the applicable provisions of law and/or to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the **Special Resolution** set out at **Item No. 4** of the accompanying Notice for approval by the Members.

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

Sd/-
Rahima Shaikh
Company Secretary & Compliance Officer
ACS 63449

Date: 6th August 2026
Place: Mumbai