



LLOYDS STEELS INDUSTRIES LIMITED

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

MP/LSIL/ BSEL-NSEL/2023/33

10.03.2023

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

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A Part A of Schedule III of the said Regulation – Postal Ballot Notice

This is to inform you that in compliance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs and Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 3rd March, 2023 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

Further, in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Postal Ballot Notice along with the Explanatory Statement for your records. The Postal Ballot Notice is also uploaded on the Company's website at <https://www.lloydsengg.in/>.

The voting period will commence from Saturday, 11th March, 2023, IST at 9.00 a.m. and will end on Sunday, 9th April, 2023, IST at 5.00 p.m. The results of the remote e-voting shall be announced not later than two working days and the same will be communicated to the Stock Exchanges with the Scrutinizers Report within the prescribed time.

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

Thanking you,
Yours faithfully,
For Lloyds Steels Industries Limited

Meenakshi A. Pansari
Company Secretary



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NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Saturday, 11 th March, 2023 at 9:00 a.m. (IST)	Sunday, 9 th April, 2023, at 5:00 p.m. (IST)

Dear Member (s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company (as on the Cut-off Date) ("Members"), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The last date of e-voting, **i. e. Sunday, 9th April, 2023**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



RESOLUTIONs

1. Approval for Change in the Name of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the **“Act”**) and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Incorporation) Rules, 2014 and other applicable rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), and subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from “Lloyds Steels Industries Limited” to “Lloyds Engineering Works Limited”, as approved by the Central Government, Registrar of Companies, Mumbai and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

RESOLVED FURTHER THAT the existing Name Clause, i.e., Clause I of the Memorandum of Association of the Company be altered and substituted with the following clause:

The name of the company is “Lloyds Engineering Works Limited”

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution) be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient, including but not limited to filing necessary forms and/or returns, making application in Form INC 24 and/or any other form with the Registrar of Companies and/or the Central Government and/or any Statutory Authorities for change of name as above, and to file, sign, verify and execute all such forms (including



e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.

2. Approval for Related Party Transaction(s) with Lloyds Infinite Foundation.

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

“RESOLVED that pursuant to Regulations 2(1) (zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, approval of shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Lloyds Infinite Foundation ('LIF'), a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between both the parties, for an aggregate value not exceeding Rs. 51 (Fifty-One) Crores, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) are being carried out at an arm’s length pricing basis and in the ordinary course of business.

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

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI (LODR) Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the items of Special Business set out in Item No. 1 and 2 of this Postal Ballot Notice, is annexed herewith. Further, a



Certificate of practicing chartered accountant in terms of Regulation 45 of SEBI LODR Regulations is also annexed hereto w.r.t to change in name of the Company.

2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 11/2022 dated December 28, 2022 and other relevant circulars (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs, Government of India (MCA), the Company is permitted to conduct the postal ballot process through electronic form.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are registered with the Company / depository participant(s), as on Friday, 3rd March, 2023 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 3rd March, 2023 (**"cut-off date"**).
5. The remote e-voting period commences at 09:00 a.m. (IST) on Saturday, 11th March, 2023 and will end at 05:00 p.m. (IST) on Sunday, 9th April, 2023 and the remote e-voting will be blocked and voting shall not be allowed beyond the said date and time. 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, 3rd March, 2023, may cast their vote electronically. Once the member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
6. Mr. K. C. Nevatia of M/s. K. C. Nevatia & Associates, Practicing Company Secretary (Membership Number: F3963) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.



7. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.lloydsengg.in/announcements> and on the website of CDSL <https://www.evotingindia.com> and communicated to the stock exchanges and RTA on the said date
8. Those Members whose email IDs are not registered can get their Email ID registered as follows:
 - Members holding shares in de-mat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “**Bigshare Services Private Limited**” on their email id investor@bigshareonline.com or by sending the duly filled in e-communication registration form enclosed with this Notice to our RTA on their email id investor@bigshareonline.com.
9. Members may note that this Postal Ballot Notice will also be available on the Company’s website at www.lloydsengg.in, websites of BSE Limited at www.bseindia.com and website of National Stock Exchange of India at www.nseindia.com. Also, the Notice shall be displayed on website of CDSL at www.evotingindia.com.
10. Electronic copies of all the documents referred to in the accompanying Notice of the Postal Ballot and the Explanatory Statement shall be made available for inspection. Members desiring inspection may send their request in writing to the Company at infoengg@lloyds.in
11. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Sunday, 9th April, 2023.
12. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
13. **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**
 1. The voting period begins on Saturday, 11th March, 2023 at 09:00 a.m. (IST) and ends on Sunday, 9th April, 2023 at 05.00 p.m. (IST). During this period, shareholders of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 3rd March, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and

Administration) Rules, 2014, (the **“Rules”**) as amended from time to time and read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13th, 2020, the General Circular No. 22/2020 dated June 15th, 2020, the General Circular No. 33/2020 dated September 28th, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23rd, 2021, the General Circular No. 20/2021 dated 08th December, 2021 and the General Circular No. 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (herein after referred to as **“MCA Circulars”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), resolutions are proposed for consideration by Members of Lloyds Steels Industries Limited (**“the Company”**) to be passed by means of Postal Ballot through voting by electronic means only (**“remote e-voting”**).

2. Currently, there are multiple e-voting service providers (ESP’s) 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 Shareholders. 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 de-mat account holders, by way of a single login credential, through their de-mat accounts/ websites of Depositories/ Depository Participants. De-mat 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.
3. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their de-mat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in De-mat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e., CDSL/

	<p>NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit de-mat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service</p>

	provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in de-mat mode) login through their Depository Participants	You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-voting period.

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

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

Login type	Helpdesk details
Individual Shareholders Holding securities in De-mat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders Holding securities in De-mat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

4. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- i) The Shareholders should log on to the e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" module.
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.



- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in De-mat Form other than individual and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participants are requested to use the sequence number in the PAN field. The sequence number is mentioned in the email of "Postal Ballot Notice" sent to the shareholders on their registered e-mail IDs.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4).

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

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

5. Note for Non – Individual Shareholders and Custodians-Remote Voting:

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



If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

6. Process for those shareholders whose email addresses/ Mobile Number are not registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant/Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i) For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, Scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID investor@bigshareonline.com. The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.
- ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

[Login method for e-Voting for Individual Shareholders holding securities in de-mat mode](#)

[In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their de-mat accounts in order to access e-Voting facility.](#)

[Login method for Individual shareholders holding securities in de-mat mode is given below:](#)

Type of Shareholders	Login Method
Individual Shareholders holding securities in	1. 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

<p>de-mat mode with NSDL</p>	<p>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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 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 de-mat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders (holding securities in de-mat mode) login through their</p>	<p>You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL 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 Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting</p>



depository participants	your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.1 and 2 of the accompanying notice dated 2nd February, 2023:

Item No. 1

In view of rebranding of the Company, as contemplated under Item No. 1 above, it is desirable to change the name of the Company to be in sync with the activities already being carried out by the Company. Accordingly, the Board of Directors of the Company in its meeting held on 2nd February, 2023 had considered and approved for the proposed change in the name of the Company, subject to the approval of the members of the Company by way of a Special Resolutions and further subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary.

Further, the Company is in receipt of name availability letter dated 24th February, 2023 from the Registrar of Companies, Central Registration Centre, informing no objection w. r. t. change in the name of the Company from “Lloyds Steels Industries Limited” to “Lloyds Engineering Works Limited”.

Accordingly, the Board of Directors of the Company propose to change the name of the Company from “Lloyds Steels Industries Limited” to “Lloyds Engineering Works Limited” along with the consequent amendment to the Memorandum of Association and Articles of Associations of the Company.

None of the Directors or any Key Managerial Personnel or any relative of the directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as a **Special Resolution**.

Item no. 2

As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

M/s. Lloyds Infinite Foundation is having Mr. Rajesh Gupta and Mrs. Renu Rajesh Gupta on Board who are amongst the promoters of the Lloyds Steels Industries Limited and have significant influence in Ms. Lloyds Infinite Foundation hence Lloyds Infinite Foundation is falling under the definition of “Related Party” within the meaning of Section 2(76) of the Act, Regulation 2(1) (zb) of the SEBI Listing Regulations.

The Company is seeking shareholder`s approval to enter various Contract (s)/Arrangement(s)/Transaction(s) with M/s. Lloyds Infinite Foundation for the maximum aggregate limit of Rs. 51 (Fifty-One) Crores. M/s. Lloyds Infinite Foundation is a section 8 Company which is into promoting, supporting, maintaining, and assisting Schools, Colleges, Research Centers, other educational Institutions and Organizations etc. and other charitable activities for which Lloyds Infinite Foundation may place work orders of sale/supply/services on Lloyds Steels Industries Limited as and when required. Also, Lloyds Steels Industries Limited may implement its CSR obligation through Lloyds Infinite Foundation if it considers to be an eligible party as per applicable provisions.

Details of the proposed RPTs between the Company and Lloyds Infinite Foundation (‘LIF’), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Remarks
1. A summary of information provided by the management to the Audit Committee:		
a.	Name of the Related Party	Lloyds Infinite Foundation (LIF)
b.	Name of the Director or KMP or any other person who is related	Mr. Rajesh Gupta and Mrs. Renu Gupta, amongst the Promoters of the Company possessing the significant influence in Lloyds Infinite Foundation as both hold the Director`s position in Lloyds Infinite Foundation (LIF).
c.	Nature of Relationship	
d.	Type of the proposed transaction	1) Sale/Supply/Services (Up to 50 Crores) During Financial Year 2023 -24 and 2024 – 2025 as per various Contract(s)/ arrangement(s)/ transaction(s) as per the terms mentioned in the contracts and amendments/extension (if any) 2) Implementation of CSR Activities through Lloyds Infinite Foundation (Up to 1 Crores) (Only If contemplated eligible party as per applicable provisions) , During Financial Year 2023-24)
e.	Nature, material terms, monetary value, and particulars of the Contract(s)/ arrangement(s)/ transaction(s)/ Tenure of the transaction	
f.	Particulars of the proposed transaction	Transactions are in the normal course of business with terms and conditions that

		are generally prevalent in the industry segments that the Company operates in
g.	Value of the proposed transaction(s)	51 (Fifty-One) Crores
h.	Percentage of Lloyds Steels 's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	99%
i.	Benefits of the proposed transaction	The Company being an engineering services Company, aims to provide services to the group that may leverages niche skills, capabilities and a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity
j.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act and other applicable provisions, are reviewed for arm's length testing internally
2.	Justification for the transaction	Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
A.	Source of funds	NA
B.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances, or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	NA
C.	Terms of the loan, inter-corporate deposits, advances, or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	NA
4.	Any other information that may be relevant	NA

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.



The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

None of the other Directors, Key Managerial Personnel, and their relatives other than mentioned above are concerned or interested, financially or otherwise in the resolution set out in item no. 2.

The Board recommends the **Ordinary Resolution** set out at item no. 2 of the Notice for approval by the Members.

**By Order of the Board of Directors
For and on behalf of
Lloyds Steels Industries Limited**

**Sd/-
Meenakshi A. Pansari
Company Secretary**

**Place: Mumbai
Date: 2nd February, 2023**

S Y LODHA AND ASSOCIATES

Unit No 309, New Sonal Link Industrial Service Premises
New Link Road, Malad West, Mumbai 400064; Contact: 022-
35635006.

E-mail: query@syla.in; Website: www.syla.in



To

The Board of Directors

LLOYDS STEELS INDUSTRIES LIMITED

A 5/5, MIDC Industrial Area, Murbad, Dist. Thane – 421 401

We, the statutory Auditors of LLOYDS STEEL INDUSTRIES LIMITED (hereinafter referred to as “the Company”), have examined the relevant records of the Company and information provided by management of the Company in relation to issue a Certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of Company’s name from **LLOYDS STEELS INDUSTRIES LIMITED** to **LLOYDS ENGINEERING WORKS LIMITED**.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that

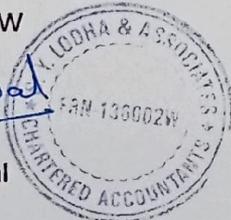
- a) A time period of at least one year has elapsed from the last name change that occurred in the year 2013.
- b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name;
Not Applicable since there is no change in the activity/project of the company in the preceding one year period.
- c) The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity
Not Applicable since there is no change in the activity/project of the company.

This certificate is issued at the request of the Company pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

For S Y Lodha & Associates

Chartered Accountants

FRN: 136002W



Suraj Agarwal

Partner

M.no. 143251

UDIN: 23143251BGTWNP6781

Date: 09/03/2023