

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
Monday, 29 th April, 2024 at 9:00 a.m. (IST)	Tuesday, 28 th May, 2024, 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 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September 2023 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 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) as on the Cut-off Date i.e **Monday, 22nd April 2024**. 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 **Tuesday 28th May, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

In accordance with the said MCA Circulars and applicable provisions of the Act and Listing Regulations, this Postal Ballot Notice is being sent in electronic mode to Members whose e- mail address is registered with the Company or the Depository Participant(s) and the communication of assent/dissent of the members will only take place through the remote e-voting facility being offered by the Company instead of physical Postal Ballot Forms. Accordingly, physical copy of the Notice along with the Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

This Notice is accordingly being issued to the Members in compliance with the MCA Circulars.

RESOLUTIONS

1. Approval of appointment of Mr. Shreekrishna Gupta (DIN: 06726742) as a Whole Time Director 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 the provisions of Section 2(94) and 196 , 197 ,203 and Part I of Schedule V of the Companies Act, 2013 (the Act) read along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification (s) and re-enactment (s) thereof, and such other applicable provisions, if any, for the time being in force and pursuant to the Articles of Association of the Company, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Shreekrishna Gupta (DIN: 06726742), who was appointed as an Additional Director(in Non-Executive Independent Director capacity) of the Company by the Board of Directors in its Board Meeting dated 06th March 2024 and subsequently appointed as an Whole Time Director by the Board of Directors in the same meeting with effect from 06th March 2024 to hold office subject to the approval of members in the ensuing General Meeting/postal ballot, for a period starting from 06th March 2024 and ending on 30th September 2028, on the existing terms (including remuneration) of employment with the Company decided by the Board of Directors in its Board Meeting held on 06th March 2024, having given his consent to act as such and been defined in the Explanatory statement of this notice.”

“RESOLVED FURTHER THAT Mr. Shreekrishna Gupta (DIN:06726742) shall draw the following remuneration from 1st April 2024, the Members be and hereby consent for the same.”

a) Remuneration:

Rs. 2,20,20,000 (Rupees Two Crores, Twenty Lakhs and Twenty Thousand only) per annum by way of salary and Perquisites and Allowances excluding the Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.

b) The Company shall pay to or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.”

“RESOLVED FURTHER THAT, members do hereby approve the appointment of Mr. ShreeKrishna Gupta (DIN: 06726742), Whole Time Director of the Company of the Company for a period starting from 06th March 2024 and ending on 30th September 2028 and who is not liable to retire by rotation and appointed on the existing terms (including remuneration) of employment with the Company decided by the Board of Directors in its Board Meeting held on 06th March 2024.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to sign and execute such papers, documents, etc. as may be required and file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed necessary proper or desirable to give effect to the above resolution.”

2. Appointment of Mr. Devidas Kamble (DIN: 00020656) as an Independent Director 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 17th April 2024 and pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the Act”) read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and Regulation 17 (1C) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Devidas Kamble (DIN: 00020656), who was appointed by the Board of Directors of the Company as an Additional Director in Non-Executive Independent Director capacity with effect from 6th March, 2024 and whose appointment shall be approved by the members and who has submitted a declaration that he meets the criteria for independence Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible under the provisions of the Companies Act, 2013, Rules made thereunder in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, for a term starting from 6th March 2024 and ending on 30th September, 2028, the members be and hereby consent for the same.”

RESOLVED FURTHER THAT Form DIR-2 consenting to act as director, Form MBP-1 disclosing his interest as required and Form DIR-8 declaration for non-disqualification and all other declarations required from an Independent Director and as provided by Mr. Devidas Kamble be and are hereby noted and any of the directors of the Company and the Company Secretary be and are hereby authorized to do such acts, deeds, matters and things as necessary to complete the appointment of the Director including the filing of relevant forms electronically with the Registrar of Companies, Maharashtra.”

3. Approval of Re-Appointment of Mr. Mukesh R. Gupta (DIN: 00028347) as a Chairman and Whole Time Director of the Company.

To consider and give assent or dissent to the following **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments, modifications or re-enactments thereof for the time being in force), (the “Act”) read with Schedule V to the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Shareholders/Members of the Company be and is hereby accorded for re-appointment of Mr.. Mukesh Gupta (DIN: 00028347) as a Whole Time Director (Designated as Chairman and Whole Time Director) of the Company, for a period starting from 28th May 2024 and ending on 30th September, 2028 not liable to retire by rotation, upon the terms, conditions and remuneration as set out in the Explanatory Statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his aforesaid tenure).

“RESOLVED FURTHER THAT the Board of Directors at its meeting held on 28th March 2024 approved the following remuneration for Mr. Mukesh R. Gupta (DIN: 00028347) from 1st April 2024, Members be and hereby consent for the same.”

a. Remuneration:

Rs. 1,20,00,000 (Rupees One Crore and Twenty Lakhs only) per annum by way of salary and Perquisites and Allowances excluding the Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.

b. The Company shall pay to or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of re-appointment including to vary the remuneration specified above from time to time as it deems fit and to the extent recommended by the Nomination and Remuneration Committee and in the manner as may be agreed between the Board and Mr. Mukesh Gupta, provided that such variation or increase, as the case may be, shall not exceed the overall limits approved by the Shareholders /Members in this resolution.

RESOLVED FURTHER THAT Pursuant to the provisions of Companies Act and Article 157 of Article of Association, Mr. Mukesh R. Gupta be and is hereby appointed as the Chairman of the Company w.e.f. 28th May 2024 and he shall remain as Chairman unless otherwise decided by the Board.

RESOLVED FURTHER THAT pursuant to the section 203 of companies’ Act 2013, the Board be and is hereby permits that the Mr. Mukesh Gupta can be a Director in any other Company subject to the limit as specified in the act or other relevant provisions/rules.

RESOLVED FURTHER THAT Board of the Directors and/or Company Secretary of the Company be and is hereby authorized to file necessary forms and returns with the Central Government, Registrar of Companies OR any other authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**By Order of the Board
For Lloyds Engineering Works Limited
(formerly known as Lloyds Steels
Industries Limited)**

Sd/-

**Rahima Shaikh
Company Secretary
ACS – 63449**

**Date: 17th April, 2024
Place: Mumbai**

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 said resolution of this Postal Ballot Notice, is annexed herewith.
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 Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and circular No. 09/2023 dated 25th September 2023 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 Monday, 22nd April 2024 ("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 Monday, 22nd April 2024 ("**Record date**").
5. The remote e-voting period commences at 09:00 a.m. (IST) on **Monday, 29th April 2024** and will end at 05:00 p.m. (IST) on **Tuesday, 28th May 2024** 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., Monday, 22nd April 2024, 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. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting/Postal Ballot of the Members.
9. 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.
10. 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.
11. 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
12. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Tuesday, 28th May 2024.
13. Resolutions passed by the Shareholders/Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting / Postal Ballot of the Shareholders/Members.
14. **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**
 1. The voting period begins on **Monday, 29th April 2024** at 09:00 a.m. (IST) and ends on **Tuesday, 28th May 2024** at 05.00 p.m. (IST). During this period, Shareholders/Members of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, 22nd April 2024 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





Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and circular No. 09/2023 dated 25th September 2023 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 Engineering Works Limited (formerly known as 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/Members/ Members /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 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 9th December, 2020** on e-Voting facility provided by Listed Companies, Individual Shareholders/Members holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders /Members 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/ Members holding securities in De-mat mode** is given below:

Type of Shareholders/ Members	Login Method
Individual Shareholders/Members 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/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links

	<p>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/ Members 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 “Shareholders/Members/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</p>

	<p>provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders /Members (holding securities in de-mat mode) login through their Depository Participants</p>	<p>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.</p>

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

Login type	Helpdesk details
<p>Individual Shareholders/Members Holding securities in De-mat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at no. 1800 22 55 33</p>
<p>Individual Shareholders /Members Holding</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>

securities in De-mat mode with NSDL	
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5. Login method for e-Voting for Shareholders/Members other than individual Shareholders/Members holding in Demat form Shareholders/Members holding securities in physical mode.

- i) The Shareholders/Members should log on to the e-voting website www.evotingindia.com.
- ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders / Member’ section.
- iii) A new screen will open. You will have to enter your User ID, your Password/OTP :

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	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 Physical Form. Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for Shareholders/ Members other than Individual Shareholders/ Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password?’
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID

for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders / Members whose email ids are not registered

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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.

- i. If you are a first-time user follow the steps given below:

	For Shareholders/Members 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/Members as well as physical Shareholders/Members)</p> <ul style="list-style-type: none">Shareholders/Members 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/Members on their registered e-mail IDs.

	<ul style="list-style-type: none"> 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).

- ii. After entering these details appropriately, click on "SUBMIT" tab.
- iii. Shareholders/Members holding shares in physical form will then directly reach the Company selection screen. However, Shareholders/Members 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.
- iv. For Shareholders/Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the relevant <Lloyds Engineering Works Limited> on which you choose to vote.
- vi. 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.
- vii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- xi. 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.

6. Note for Non – Individual Shareholders/Members and Custodians-Remote Voting:

- Non-Individual Shareholders/Members (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/Members 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.

7. Process for those Shareholders/Members 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/Members - Please provide necessary details like Folio No., Name of Shareholders/ Members, 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/Members.

ii) For Demat Shareholders/Members - Please update your email id & mobile no. with your respective Depository Participant (DP).




iii) For Individual Demat Shareholders/Members– 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/Members 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/Members holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders/Members 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/Members holding securities in de-mat mode is given below:

Type of Shareholders/Members	Login Method
Individual Shareholders/Members holding securities in de-mat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 ‘Shareholders/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

	<p>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.</p> <p>4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>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/ Members (holding securities in demat mode) login through their depository participants</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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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 ,2 and 3 of the accompanying notice dated 17th April, 2024:

Item No. 1

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 6th March, 2024 appointed MR. SHREEKRISHNA GUPTA (DIN: 06726742) as an Additional Director and thereafter as Whole Time Director subject to the approval of the Shareholders/Members at this General Meeting / Postal Ballot. According to the provisions of Section 203 of the Companies Act, 2013, MR. SHREEKRISHNA GUPTA Whole Time Director of the Company. Subject to the approval of Members in General Meeting / Postal Ballot of the Company.

Accordingly, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 6th March, 2024 in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force), read with Schedule V to the Act and subject to the approval of the Members of the Company and/ or any other regulatory approvals, shall be appointed as a Whole Time Director of the Company with the term starting from 6th March 2024 and ending on 30th September 2028.”

The Board and the Nomination and Remuneration Committee while appointing Mr. Shreekrishna Gupta as the Whole Time Director of the Company, have considered his background, experience and contributions to the Company. Whereas Mr. Shreekrishna Gupta has consented for his appointment for the aforesaid period and also confirmed that he is not disqualified under any of the provisions of Section 164 of the Act and that he satisfies the conditions, as contained in Part 1 of Schedule V of the Act. The terms and conditions relating to the appointment and terms of remuneration of MR. SHREEKRISHNA GUPTA (DIN: 06726742) as a Whole Time Director of the Company for a Whole Time Director of the Company, inter alia, includes the following:

a) Remuneration:

Rs. 2,20,20,000 (Rupees Two Crores, Twenty Lakhs and Twenty Thousand only) per annum by way of salary and Perquisites and Allowances **excluding** the Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.

The Company shall pay to or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Shreekrishna Gupta himself and Mr. Mukesh Gupta being his immediate relative is in any way concerned or interested, financial or otherwise, in passing of this item.

The Board recommends the **Ordinary Resolution** set out at Item No. 6 of the Notice for approval of the Shareholders / Members.

The details of Director’s Appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India are as below:

Name of Director	Mr. Shreekrishna Gupta
DIN	06726742
Date of Birth	21.08.1992
Age	31 Years
Date of first appointment on the Board	06.03.2024
Qualifications	Bachelor of Science in International Business from Brunel University (2013)
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	He has great experience as an entrepreneur and has successfully started and created two brands in very dynamic industries. He has been awarded three ‘30 under 30’ awards for Forbes India, Forbes Asia and Business World India. He is taking LEWL into the next phase by building teams and creating processes for sustained development.

Directorship Held in Other Listed companies	Lloyds Luxuries Limited
Memberships/Chairmanships of committees of other Listed companies \$	None
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship Between Directors Inter-se	Mr. Shreekrishna Gupta is son of Mr. Mukesh R. Gupta (The Whole time Director and Chairman of the Company)
Terms and conditions of appointment	Whole Time Director

Item No. 2

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 6th March, 2024 appointed MR. DEVIDAS KAMBALE (DIN: 00020656) as an Additional Director in the Non-Executive Independent Director who shall hold office till the date of the ensuing General Meeting / Postal Ballot pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company. The Company has received a declaration from MR. DEVIDAS KAMBALE (DIN: 00020656) confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, MR. DEVIDAS KAMBALE (DIN: 00020656) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director .He also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

A copy of the draft letter for appointment of, Mr. Devidas Kambale setting out the terms and conditions of appointment shall be available for inspection on the website of our Company.

Accordingly, it is proposed to appoint Mr. Devidas Kambale (DIN: 00020656) as an Independent Director of the Company, who shall not be liable to retire by rotation. In the opinion of the Board, Mr. Devidas Kambale (DIN: 00020656) fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and that he is independent of the Management. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 and Regulation 25(2)(A) of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the appointment of MR. DEVIDAS KAMBALE (DIN: 00020656) as an Independent Director is now placed for the approval of the Members by an ordinary Resolution for a term starting from 06th March 2024 and ending on 30th September 2028. The Board recommends the ordinary resolution, as set out at item No. 2 of accompanying Notice, for approval by the Members. None of the Directors and Key Managerial

Personnel of the Company and their relatives, except MR. DEVIDAS KAMBALE and his relative(s), is in any way concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item No. 2 of the Notice and is not related to any other Director or KMP of the Company.

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

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard (SS 2) on General Meetings, of Mr. Devidas Kambale is provided in the below mentioned table.

Name of Director	Mr. Devidas Kambale
DIN	00020656
Date of Birth	01.06.1951
Age	72 Years
Date of first appointment on the Board	06.03.2024
Qualifications	M. Com, CAIIB, MFM (J. Bajaj Institute of Management)
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	He has a rich exposure in the areas like Project Monitoring & follow up, Recovery, CDR, Priority Sector Dept, and he also represented as a nominee of IDBI on the Board of the various companies. He is having more than 30 years' experience in banking sector and worked with IDBI at senior levels.
Directorship Held in Other Listed companies	None
Memberships/Chairmanships of committees of other Listed companies \$	None
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship Between Directors Inter-se	None (The Director is independent of every other director)
Terms and conditions of appointment	Independent Director

Item No. 3

Mr. Mukesh R. Gupta (DIN: 00028347) was appointed as a Whole Time Director (Designated as Chairman and Whole Time Director) of the Company, for a period of three years from 31st May 2021 to 31st May 2024 as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meetings held on 31st May,2021. His existing term is expiring on 30th May,2024 as he joined the Company in 2021. Leveraging his rich experience in the fields of Business Development & Strategy, he has played an instrumental role in the rapid development of Company's Industrial base. He has also been responsible for bringing in superlative changes in transforming operations and systems, thus, providing synergy to various business activities of the Company. In view of the valuable contribution made by Mr. Mukesh R. Gupta, as a Whole Time Director (Designated as Chairman and Whole Time Director) of the Company it is proposed to re-

appoint him as a Whole Time Director (Designated as Chairman and Whole Time Director) of the Company. Accordingly, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 17th April, 2024 in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and subject to the approval of the Shareholders/Members of the Company and/ or any other regulators approvals, if required, recommended the re-appointment of Mr. Mukesh R. Gupta as a Whole Time Director (Designated as Chairman and Whole Time Director) of the Company for the period starting from 28th May 2024 and ending on 30th September, 2028, not liable to retire by rotation, on the terms and conditions including remuneration as reproduced below.

The remuneration of Mr. Mukesh R. Gupta was increased by 20% on earlier remuneration from 1st April 2024 in the Board Meeting held on 28th March 2024. As the tenure of Mr. Mukesh R. Gupta is till 30th May 2024 the revised remuneration shall continue after his reappointment also.

The Board and the Nomination and Remuneration Committee while re-appointing Mr. Mukesh R. Gupta as a Whole Time Director (Designated as Chairman and Whole Time Director) of the Company for the aforesaid period a confirmed that he is not disqualified under any of the provisions of Section 164 of the Act and that he satisfies the conditions, as contained in Part 1 of Schedule V of the Act. The terms and conditions relating to the re-appointment and terms of remuneration of Mr. Mukesh Gupta as a Whole Time Director inter alia will include the following:

1. Period: 28th May 2024 till 30th September 2028

2. Remuneration:

Rs. 1,19,74,090 (Rupees One Crore, Nineteen Lakhs, Seventy-Four Thousand and Ninety only) per annum by way of salary and Perquisites and Allowances excluding the Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service.

The Company shall pay to or reimburse to the Whole Time Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Mukesh Gupta himself and Mr. Shreekrishna Gupta, who is related to Mr. Mukesh Gupta, is in any way concerned or interested financially or otherwise, in the said Resolution.

The Board of Directors recommend passing of the resolution by the members as set out under Item No. 3 as an **Ordinary resolution**.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard (SS 2) on General Meetings, of Mr. Mukesh Gupta is provided in the below mentioned table.

Name of Director	Mr. Mukesh Gupta
DIN	00028347
Date of Birth	13.06.1958
Age	65 Years

Date of first appointment on the Board	31.05.2021
Qualifications	B.com
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Mukesh Gupta is a successful industrialist having vast knowledge and rich experience of over 40 years in various industries such as Steel, Engineering, Power, Finance, Consumer related, Construction, Trading and other sectors.
Directorship Held in Other Listed companies	He is a Non-Executive - Non-Independent Director, Chairperson in Lloyds Metals and Energy Limited
Memberships/Chairmanships of committees of other Listed companies \$	He is a 1. Chairman of Stakeholders Relationship Committee of Lloyds Metals and Energy Limited 2.Member of Nomination and Remuneration Committee of Lloyds Metals and Energy Limited
Number of shares held in the Company (including shareholding as a beneficial owner)	7,512
Relationship Between Directors Inter-se	Mr. Shreekrishna Gupta is son of Mr. Mukesh R. Gupta (The Whole time Director and Chairman of the Company)
Terms and conditions of appointment	Whole Time Director (as Chairperson and Whole Time Director)

**By Order of the Board
For Lloyds Engineering Works Limited
(formerly known as Lloyds Steels
Industries Limited)**

**Sd/-
Rahima Shaikh
Company Secretary
ACS – 63449**

**Date: 17th April, 2024
Place: Mumbai**