

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Eighth (38th) Annual General Meeting (“AGM”) of the Members of **Lloyds Enterprises Limited (formerly known as Shree Global Tradefin Limited)** will be held on Monday, 08th July, 2024 at 11:00 A.M through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the year ended 31st March, 2024, including the Audited Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and Auditors Report thereon.
2. To appoint a director in place of Mr. Manesh Cherian, (DIN: 02244855) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final Dividend on Equity Shares at the rate of 10% (Ten percent) [i.e., 0.10 paisa (Ten Paisa Only) per Equity Share of face value of Re. 01/- (Rupee One Only)] for the Financial Year ended 31st March, 2024.

SPECIAL BUSINESS:

4. **To Approve material related party transactions with Lloyds Engineering Works limited (formerly known as Lloyds Steels Industries Limited):**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Company’s policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to enter into transactions relating to order **for sale of steel or any other raw material as may be required in the course of business as per various Contract(s)/ arrangement(s)/ transaction(s)** (as may be amended from time to time) with Lloyds Engineering Works Limited (“**LEWL**”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)

(zb) of the Listing Regulations, subject to the condition that the aggregate total value of all transactions with LEWL shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length in the ordinary course of business.

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

RESOLVED FURTHER THAT any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek further consent from the Members and Members shall be deemed to have accorded their consent 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 this Resolution be and is hereby approved, ratified and confirmed in all respect.”

5. **To Approve material related party transactions with Lloyds Metals and Energy Limited:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Company’s policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to enter into transactions relating to **procurement of iron ore and other products of the Company, trade of such other goods and services as may be necessary**

and incidental, sale of services including capital services and materials used in normal course by the Company with Lloyds Metals and Energy Limited (“LMEL”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, subject to the condition that the aggregate total value of all transactions with LMEL shall not exceed Rs. 200,00,00,000 /- (Rupees Two Hundred Crores only) for any given financial year on an annual basis and such contracts / arrangements / transactions shall be at arms’ length in the ordinary course of business.

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

RESOLVED FURTHER THAT any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek further consent from the Members and Members shall be deemed to have accorded their consent 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 this Resolution be and is hereby approved, ratified and confirmed in all respect.”

6. To Approve material related party transactions with Lloyds Realty Developers Limited (formerly known as Aristo Realty Developers Limited):

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the

Company’s policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to enter into transactions relating to **sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services** with Lloyds Realty Developers Limited (“**LRDL**”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, subject to the condition that the aggregate total value of all transactions with LRDL shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length in the ordinary course of business.

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

RESOLVED FURTHER THAT any Director and/ or Key Managerial Personnel of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek further consent from the Members and Members shall be deemed to have accorded their consent 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 this Resolution be and is hereby approved, ratified and confirmed in all respect.”

**By Order of the Board
For Lloyds Enterprises Limited
(Formerly known as Shree Global Tradefin Limited)**

**Sd/-
Pranjali Mahapure
Company Secretary & Compliance Officer
Membership No: ACS 69408**

**Place: Mumbai
Date: 03rd May, 2024**

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed as **Annexure-1**.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for F.Y. 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ /National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”.

Those Shareholders whose Email IDs are not registered can get their Email ID registered as follows:

- Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “Bigshare Services Private Limited” on their Email Id investor@bigshareonline.com 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.

The Company shall send the physical copy of the Annual Report only to those Members who specifically request for the same at lloydsenterprises@lloyds.in mentioning their Folio No/DP ID and Client ID.

Members may note that the Notice and Annual Report for the F.Y. 2023-24, will also be available on the Company’s website <https://www.lloydsenterprises.in/> and may also be accessed from the relevant section on the website of BSE Limited (BSE) at www.bseindia.com.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
5. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a certified scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company, on their Email ID lloydsenterprises@lloyds.in, not later than 48 hours before the scheduled time of the commencement of the meeting.
6. **Final Dividend for F.Y. 2023-24:**

The Board of Directors at its meeting held on 03rd May, 2024, has recommended a final dividend of Rs. 0.10/- per equity share of Re. 1/- each. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended 31st March, 2024 is Monday, 01st July, 2024.

The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 02nd July, 2024 to Monday, 08th July, 2024 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.

- Payment of such dividend subject to deduction of tax at source (“TDS”) will be made before Tuesday, 06th August, 2024, as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Monday, 01st July, 2024.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Monday, 01st July, 2024.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021

(subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

7. TDS on dividend

Members may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making payment of the final dividend. In order to enable the Company to determine the appropriate TDS rate, as applicable, Members are requested to submit the documents in accordance with the provisions of the Act.

- For Resident Members, tax shall be deducted at source under Section 194 of the Act at 10% on the amount of Dividend declared and paid by the Company during FY 2024-25, subject to PAN details being registered/updated by the Member. If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Act.
- However, no tax at source is required to be deducted, if aggregate dividend paid or likely to be paid during the FY to individual member does not exceed Rs. 5,000, subject to Member not being a 'Specified Person' and the status of the PAN of the Member not being 'in-operative' on Record Date as per provisions of the Act.

Specified Person', as defined in Section 206AB of the Act briefly means 'a person who has not filed the return of income for the immediately preceding financial year i.e. FY 2022-23 on or before the time limit prescribed under sub-section (1) of Section 139 of the Act; and the aggregate of tax deducted at source and tax collected at source in his case is Rs.50,000/- (Rupees Fifty Thousand) or more in that immediately preceding financial year.'

In case of individual shareholders, who are mandatorily required to have their PAN-Aadhaar linked and have not done so, their PAN would be considered as inoperative.

- In cases where the Member submits Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), provided that the

eligibility conditions are being met, no tax at source shall be deducted, subject to the PAN of the Member not having an "In-operative" status as per provisions of section 139AA of the Act.

- Apart from the above, since the TDS / Withholding rates are different for resident and non-resident Members, if there is a change in the residential status as per the provisions of the Act, Members are requested to get their residential status updated in their demat account or the physical folio, as applicable, before the Cut-off Date.
 - Tax Exemption Forms are available at <https://www.bigshareonline.com/Resources.aspx>
- Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - For shares held in electronic form:** to their Depository Participants ("DPs")
 - For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
 - Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly members are requested to make service requests by submitting a duly filled and signed form ISR-4 the format of which is available on company's website at www.lloydsenterprises.in and on the website of RTA Bigshare www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 - In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Bigshare Services Private Limited, for assistance in this regard.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Bigshare Services Private Limited, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
 12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Bigshare Services Private Limited in case the shares are held in physical form.
 13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
 14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
 15. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before Friday, 05th July, 2024 through email on lloydcenterprises@lloyds.in. The same will be replied by the Company suitably.
 16. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends and/ or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/ or shares available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual Report.
17. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
 18. **Instructions for e-voting and joining the AGM are as follows:**
 - (A) VOTING THROUGH ELECTRONIC MEANS**
 - (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL"), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - (ii) The remote e-voting period commences on Thursday, 04th July, 2024 at 09.00 A.M. (IST) and ends on Sunday, 07th July, 2024 at 5.00 P.M. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 01st July, 2024, i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Thursday, 04th July, 2024 at 09.00 A.M. (IST) to Sunday, 07th July, 2024 at 5.00 P.M. (IST), or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - (iii) The Board of Directors has appointed M/s H. Maheshwari & Associates, Practicing Company Secretary (COP No. 10245) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.lloydcenterprises.in and on the

website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to BSE Limited.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, 08th July, 2024.

- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email ID in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users who to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password 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 to e-Voting Service Providers, so that the user can visit the e-Voting service providers site directly. 3) If the user is not registered for Easi/Easiest, the option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsd.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 & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, the 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’s section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 voting during the meeting of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>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 or voting during the meeting.</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 holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43 or Toll-free No: 1800 22 55 33
Individual Shareholders Holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting for **Physical Shareholders and Shareholders other than individual holding in Demat Form**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The sequence number is mentioned in the email of the “Annual Report for Financial Year 2023-24 including Notice of AGM” sent to the shareholders on their Registered E-mail IDs.
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 demat 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 (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
 - (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat 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 demat 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.
 - (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (x) 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.
 - (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xii) 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.
 - (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xv) If a demat account holder has forgotten the 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.
 - (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “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 lloydsenterprises@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.
- (B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER**
- (i) The procedure for E- Voting is same as the instructions mentioned above for remote e-voting.
 - (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
 - (iv) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
 - (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - (ix) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM/EGM.
 - (x) If any votes are cast by the shareholders through the e-voting available during the AGM/EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting
- (C) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
- a. 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 provides the login credentials to the above-mentioned shareholders.
 - b. For Demat shareholders** - Please update your Email ID & Mobile No. with your respective Depository Participant (DP).
 - c. 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.
- GENERAL INSTRUCTIONS FOR MEMBERS ATTENDING THE MEETING THROUGH VC/OAVM**
1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
 2. Members who are desirous of attending the AGM may send their request by Monday, 01st July, 2024 (Cut-off). On successful registration with the company, the invitation to join the AGM will be sent to the Members on their registered Email IDs latest by Friday, 05th July, 2024. This will be done on first come first serve basis, limited to 1000 members only. Due to security reason the invitation link to participate in the AGM will be shared on the registered Email ID of the member only after successful registration with the Company.
 3. Members are encouraged to submit their questions in advance, relating to the business specified in this Notice of AGM, from their registered Email ID, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's ID at loydsenterprises@lloyds.in before Thursday, 04th July, 2024 (5:00 P.M. IST).
 4. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to loydsenterprises@lloyds.in between Tuesday, 02nd July, 2024 (9:00 A.M. IST) to Thursday, 04th July, 2024 (5:00 P.M. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 5. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement can send an email to loydsenterprises@lloyds.in.
 6. Members may attend the AGM, by following the invitation link sent to their registered Email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the steps and provide the required details (mentioned above – Meeting ID/Password/ Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
 7. In case of Android/ iPhone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.

8. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
9. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
10. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
11. Institutional Shareholders are encouraged to participate at the AGM through VC/OAVM and vote thereat.
12. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com
13. Investor Grievance Redressal: The Company has designated an E-mail Id lloydenterprises@lloyds.in to enable investors to register their complaints, if any.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

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

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

Sr. No.	Particulars	Contracts / Arrangements /Transactions of the aggregate value of Rs. 100 crores/-
1.	Name of the Related Party and nature of relationship	<p>Lloyds Engineering Works Limited (“LEWL”) (<i>formerly known as Lloyds Steels Industries Limited</i>) (“LSIL”)</p> <p>Section 2(76)(viii) of the Companies Act, 2013 any body corporate which is- (A) a holding, subsidiary or an associate company of such company</p> <p>Lloyds Enterprises Limited holds 41.97% equity shares in Lloyds Engineering Works Limited. Therefore, being a subsidiary company, LEWL is a related party of LEL.</p> <p>Mrs. Abha Gupta & Mr. Mukesh Gupta, promoters of Lloyds Enterprises Limited (<i>formerly known as Shree Global Tradefin Limited</i>) are also promoters of Lloyds Engineering Works Limited (<i>formerly known as Lloyds Steels Industries Limited</i>).</p> <p>Mr. Rajesh Gupta, Director of Lloyds Enterprises Limited (<i>formerly known as Shree Global Tradefin Limited</i>) is a Promoter of Lloyds Engineering Works Limited (<i>formerly known as Lloyds Steels Industries Limited</i>).</p>
2.	Nature, duration of the contract and particulars of the contract or arrangement	<p>Nature of Contract or Arrangement:</p> <p>Order for sale of steel or any other raw material as may be required in the course of business as per arrangement(s)/ transaction(s).</p> <p>Duration of contract or arrangement:</p> <p>as may be mentioned specifically in each order.</p>

Item No. 4

The Board on recommendation of the Audit Committee in their meeting held on 03rd May, 2024, has approved entering into transactions relating to order for sale of **steels and any other raw material as may be required in the course of business as per the various Contract(s)/ arrangement(s)/ transaction(s)** with LEWL, subject to the condition that the total value of all transactions with LEWL shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

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

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

Except Mrs. Abha Gupta, Mr. Mukesh Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Sr. No.	Particulars	Contracts / Arrangements /Transactions of the aggregate value of Rs. 100 crores/-
		<p>Particulars of contract or arrangement:</p> <p>The proposed transactions shall relate to sale of steel or any other raw material as may be required in the course of business as per arrangement(s)/ transaction(s) which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee and the Board of Directors of the Company.</p> <p>Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business.</p>
3.	The material terms of the contract or arrangement including the value, if any	The transactions will be based on orders to be issued from time to time for sale of steel or any other raw material as may be required in the course of business as per arrangement(s)/ transaction(s). The estimated monetary value of the aggregate transaction(s) shall not exceed Rs.100,00,00,000 /- (Rupees One Hundred Crores only) for any given financial year on an annual basis on arms' length basis.
4.	Any advance paid or received for the contract or arrangement, if any	Terms of receipt of advance shall be as per the proposed orders.
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms' lengths basis and in ordinary course of business.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
7.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

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

Except Mrs. Abha Gupta, Mr. Mukesh Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Item No. 5

The Board on recommendation of the Audit Committee in their meeting held on 03rd May, 2024, has approved entering into transactions relating to **Order for purchase of iron ore, trade of such other goods and services as may be necessary and incidental, sale of services including capital services and materials used in normal course by the Company** as may be required in the course of business as per the various Contract(s)/ arrangement(s)/transaction(s) with LMEL, subject to the condition that the total value of all transactions with LMEL shall not exceed Rs. 200,00,00,000 /- (Rupees Two Hundred Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

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

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

Except Mrs. Abha Gupta, Mrs. Renu Gupta, Mr. Rajesh Gupta, Mr. Mukesh Gupta, Mr. Babulal Agarwal and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

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

Sr. No.	Particulars	Contracts / Arrangements /Transactions of the aggregate value of Rs. 200 crores/-
1.	Name of the Related Party and nature of relationship	<p>Lloyds Metals and Energy Limited (“LMEL”)</p> <p>Section 2(76)(vi) of the Companies Act, 2013:</p> <p>Public Company in which a director or manager is a director and holds along with his relatives, more than two per cent. of its paid-up share capital.</p> <p>Mr. Mukesh Gupta, Promoter of Lloyds Enterprises Limited is also a Promoter and Director of Lloyds Metals and Energy Limited.</p> <p>Mrs. Abha Gupta, Promoter of Lloyds Enterprises Limited is also a Promoter of Lloyds Metals and Energy Limited.</p> <p>Mr. Rajesh Gupta is Director of Lloyds Enterprises Limited is also a Managing Director and promoter of Lloyds Metals and Energy Limited.</p> <p>Mr. Babulal Agarwal is Managing Director of Lloyds Enterprises Limited is also Director of Lloyds Metals and Energy Limited.</p>
2.	Nature, duration of the contract and particulars of the contract or arrangement	<p>Nature of Contract or Arrangement:</p> <p>Order for purchase of iron ore and other products of the Company, trade of such other goods and services as may be necessary and incidental, sale of services including capital services and materials used in normal course by the Company</p> <p>Duration of contract or arrangement:</p> <p>as may be mentioned specifically in each order.</p> <p>Particulars of contract or arrangement: The proposed transactions shall relate to procurement of iron ore and other products of the Company, trade of such other goods and services as may be necessary and incidental, sale of services including capital services and materials used in normal course by the Company, which will be governed by the Company’s Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee and the Board of Directors of the Company.</p> <p>Such transactions would at all times be on arms’ lengths basis and in the ordinary course of the Company’s business.</p>
3.	The material terms of the contract or arrangement including the value, if any	<p>The transactions will be based on orders to be issued from time to time for procurement of iron ore and other products of the Company, trade of such other goods and services as may be necessary and incidental, sale of services including capital services and materials used in normal course by the Company. The estimated monetary value of the aggregate transaction(s) shall not exceed Rs. 200,00,00,000 /- (Rupees Two Hundred Crores only) for any given financial year on an annual basis on arms’ length basis.</p>
4.	Any advance paid or received for the contract or arrangement, if any	Terms of payment of advance shall be as per the proposed orders.
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms’ lengths basis and in ordinary course of business.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
7.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

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

Except Mrs. Abha Gupta, Mrs. Renu Gupta, Mr. Rajesh Gupta, Mr. Mukesh Gupta, Mr. Babulal Agarwal and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

Item No. 6

The Board on recommendation of the Audit Committee in their meeting held on 03rd May, 2024, has approved entering into transactions relating to **sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services** with Lloyds Realty Developers Limited (“LRDL”), subject to the condition that the total value of all transactions with LRDL shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

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

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

Except Mr. Ravi Agarwal, Mr. Babulal Agarwal, Mr. Mukesh Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

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

Sr. No.	Particulars	Contracts / Arrangements /Transactions of the aggregate value of Rs. 100 crores/-
1.	Name of the Related Party and nature of relationship	<p>Lloyds Realty Developers Limited (“LRDL”) (<i>formerly known as Aristo Realty Developers Limited</i>) (“ARDL”)</p> <p>Section 2(76)(viii) of the Companies Act, 2013:</p> <p>any-body corporate which is a holding, subsidiary or an associate company of such company.</p> <p>Lloyds Enterprises Limited holds 60.38% equity shares in Lloyds Realty Developers Limited. Therefore, being a subsidiary company, LRDL is a related party of LEL.</p> <p>Mr. Ravi Agarwal, promoter of Lloyds Enterprises Limited (<i>formerly known as Shree Global Tradefin Limited</i>) is the Managing Director of Lloyds Realty Developers Limited (<i>formerly known as Aristo Realty Developers Limited</i>) and is the son of Mr. Babulal Agarwal (Managing Director in Lloyds Enterprises Limited).</p> <p>Mr. Rajesh Gupta, director of Lloyds Enterprises Limited (<i>formerly known as Shree Global Tradefin Limited</i>) is a promoter and shareholder in Lloyds Realty Developers Limited (<i>formerly known as Aristo Realty Developers Limited</i>).</p> <p>Mr. Mukesh Gupta, promoter of Lloyds Enterprises Limited (<i>formerly known as Shree Global Tradefin Limited</i>) is also a promoter in Lloyds Realty Developers Limited (<i>formerly known as Aristo Realty Developers Limited</i>).</p>

2.	Nature, duration of the contract and particulars of the contract or arrangement	<p>Nature of Contract or Arrangement:</p> <p>a) Sale, purchase or supply of any goods or materials; b) Selling or otherwise disposing of, or buying, property of any kind; c) Availing or rendering of any services;</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order.</p> <p>Particulars of contract or arrangement: The proposed transactions shall relate to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services of the Company which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee and the Board of Directors of the Company. Such transactions would at all times be on arms' length basis and in the ordinary course of the Company's business.</p>
3.	The material terms of the contract or arrangement including the value, if any	The transactions will be based on orders to be issued from time to time for sale, purchase or supply of goods and/or services. The estimated monetary value of the aggregate transaction(s) shall not exceed Rs. 100,00,00,000 /- (Rupees One Hundred Crores only).
4.	Any advance paid or received for the contract or arrangement, if any	Terms of receipt of advance shall be as per the proposed orders.
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms' lengths basis and in ordinary course of business.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
7.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

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

Except Mr. Ravi Agarwal, Mr. Babulal Agarwal, Mr. Mukesh Gupta, Mr. Rajesh Gupta and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

**By Order of the Board
For Lloyds Enterprises Limited
(Formerly known as Shree Global Tradefin Limited)**

Date: 03rd May, 2024
Place: Mumbai

Sd/-
Pranjal Mahapure
Company Secretary and Compliance Officer
Membership No: ACS 69408

Annexure - 1
Details of Director seeking appointment/re-appointment

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

Name of Director	Mr. Manesh Cherian
DIN	02244855
Date of Birth	06 th July, 1982
Age	41 years
Date of first appointment on the Board	26 th March, 2020
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	Mr. Manesh Cherian is a law graduate and has experience of around 13 years in the legal field. He has rich experience in litigation relating to corporate matters, Real estate, Re-development and SRA Projects. He has good liaisoning skills. He provides a wide range of legal, regulatory and advisory services to many companies and represent their matters/cases before the Court of Law.
Disclosure of Relationships Between Directors Inter-Se, Manager & KMP	None
Names of Bodies Corporates in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	Directorship Lloyds Enterprises Limited (<i>formerly known as Shree Global Tradefin Limited</i>) Membership of Committees Lloyds Enterprises Limited (<i>formerly known as Shree Global Tradefin Limited</i>) (Stakeholders' Relationship Committee) Chairmanship of Committees-\$ NIL
No. of Shares held in the Company	100 Equity Shares of Face Value of Re. 01/- each.
No. of Board meetings attended during last Financial Year	07
Terms and conditions of appointment	Non-Executive Non-Independent Director of the Company liable to retire by rotation.

Note: - \$ Includes only Audit Committee and Stakeholders' Relationship Committee.

E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)

Date:

To,

Bigshare Services Private Limited

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

UNIT – LLOYDS ENTERPRISES LIMITED

Dear Sir,

Sub: Registration of Email ID for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our Email ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

Folio No.:
E-mail ID:
Name of the First / Sole Shareholder:
Signature:

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