



## NOTICE OF POSTAL BALLOT

**Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India**

VOTING STARTS ON	VOTING ENDS ON
21 <sup>st</sup> December, 2024 at 9:00 A.M. (IST)	19 <sup>th</sup> January, 2025, at 5:00 P.M. (IST)

**Dear Member (s),**

Notice is hereby given pursuant to the provisions of Section 108 & 110, and other applicable provisions of the Companies Act, 2013, as amended (**the “Act”**), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (**the “MCA Circulars”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and the Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company (as on the Cut-off Date) (**“Members”**), through postal ballot (**the “Postal Ballot”**) only by way of remote e-voting (**“e-voting”**) process i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The last date of e-voting, **i.e. 19<sup>th</sup> day of January, 2025**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## LLOYDS ENTERPRISES LIMITED

Registered Address: A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013  
Tel: 022 - 6291 8111 Email: [lloydspartnerprises@lloyds.in](mailto:lloydspartnerprises@lloyds.in) [www.lloydspartnerprises.in](http://www.lloydspartnerprises.in)  
(CIN) L27100MH1986PLC041252

**RESOLUTIONS:**

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**1. Appointment of Mr. Jagannath Pandharinath Dange (DIN: 01569430) as an Independent Director of the Company:**

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

**“RESOLVED THAT** in accordance with, the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jagannath Pandharinath Dange (DIN: 01569430), who was appointed as an Additional Independent Director of the Company with effect from 25<sup>th</sup> October, 2024, who has given his consent and has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 05 (five) consecutive years commencing from 25<sup>th</sup> October, 2024 to 24<sup>th</sup> October, 2029, whose term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all acts, deeds, matters and things as deemed necessary, desirable or proper and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms.

**RESOLVED FURTHER THAT** any one of the Directors or Key Managerial Personnel of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**2. Reappointment of Mr. Vikram Chandrakant Shah (DIN: 00824376) as an Independent Director of the Company:**

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

**“RESOLVED THAT** in accordance with, the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Article of Association of the Company and on recommendation of the Nomination and Remuneration Committee and

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approval of the Board of Directors, Mr. Vikram Chandrakant Shah (DIN: 00824376), whose term expires on 04<sup>th</sup> February, 2025 as an Independent Director, who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of 05 (five) consecutive years commencing from 05<sup>th</sup> February, 2025 up to 04<sup>th</sup> February, 2030.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all acts, deeds, matters and things as deemed necessary, desirable or proper and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms.

**RESOLVED FURTHER THAT** any one of the Directors or Key Managerial Personnel of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**3. Appointment of Mr. Satish Kumar Gupta (DIN: 02914009) as an Independent Director of the Company:**

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

**“RESOLVED THAT** in accordance with, the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Satish Kumar (DIN: : 02914009), who was appointed as an Additional Independent Director of the Company with effect from 10<sup>th</sup> December, 2024, who has given his consent and has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 05 (five) consecutive years commencing from 10<sup>th</sup> December, 2024 to 09<sup>th</sup> December, 2029, whose term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company, be and are hereby severally authorized, to do all acts, deeds, matters and things as deemed necessary, desirable or proper and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms.

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**RESOLVED FURTHER THAT** any one of the Directors or Key Managerial Personnel of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

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

**Sd/-**

**Place: Mumbai  
Date: 10<sup>th</sup> December, 2024**

**Pranjal Mahapure  
Company Secretary & Compliance Officer**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI Listing Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the proposed resolutions set out in Item No. 1, 2 & 3 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 no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, 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 **13<sup>th</sup> day of December, 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 SEBI Listing Regulations, 2015 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**") 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.

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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 **13<sup>th</sup> day of December, 2024** (“cut-off date”).
5. The remote e-voting period commences at 09:00 A.M. (IST) on **21<sup>st</sup> day of December, 2024** and will end at 05:00 P.M. (IST) on **19<sup>th</sup> day of January, 2025** 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., **13<sup>th</sup> day of December, 2024** may cast their vote electronically. Once the member casts their vote on the Resolution, he or she will not be allowed to change it subsequently.
6. Mr. Hemant Maheshwari of M/s. H Maheshwari & Associates, Practicing Company Secretary (Membership Number: A26145) 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 within 48 hours from the conclusion of e-voting and will also be displayed on the Company website <https://www.lloydsenterprises.in/> and on the website of CDSL <https://www.evotingindia.com> and communicated to the stock exchanges and RTA on the said date.
8. Those Members whose Email IDs are not registered can get it registered as follows:
  - Members holding shares in de-mat form can get their Email ID registered by contacting their respective Depository Participant.
  - Members holding shares in the physical form can get their Email ID registered by contacting our Registrar and Share Transfer Agent “**Bigshare Services Private Limited**” on their Email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com) and submit the relevant documents at their registered office at - Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093.
9. Members may note that this Postal Ballot Notice will also be available on the Company’s website at <https://www.lloydsenterprises.in/>, and on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE India Limited at [www.nseindia.com](http://www.nseindia.com) and CDSL at [www.evotingindia.com](http://www.evotingindia.com).
10. Electronic copies of all the documents referred to in the accompanying Notice of the Postal Ballot and the Explanatory Statement shall be made available for inspection. Members desiring inspection may send their request in writing to the Company at [lloydsenterprises@lloyds.in](mailto:lloydsenterprises@lloyds.in)
11. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **19<sup>th</sup> day of January, 2025**.
12. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.

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**13. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

1. The voting period begins on **21<sup>st</sup> day of December 2024** at 09:00 A.M. (IST) and ends on **19<sup>th</sup> day of January 2025**, at 05.00 P.M. (IST). During this period, shareholders of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e **13<sup>th</sup> day of December, 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 Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, and General Circular No. 09/2024 dated September 19, 2024, 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 Enterprises Limited (“**the Company**”) to be passed by means of Postal Ballot through voting by electronic means only (“**remote e-voting**”).

2. Currently, there are multiple e-voting service providers (ESP’s) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the de-mat account holders, by way of a single login credential, through their de-mat accounts/ websites of Depositories/ Depository Participants. De-mat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
3. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their de-mat accounts in order to access e-voting facility.
4. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in De-mat mode** is given below:

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Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>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' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a></li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or Click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the De-mat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the</li> </ol>

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	<p>following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period of all e-Voting Service Providers.</p>
<p>Individual Shareholders (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.</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.</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 De-mat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43 or Toll-free No: 1800 22 55 33
Individual Shareholders Holding securities in De-mat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll-free No: 1800 1020 990 and 1800 22 44 30

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

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- i) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on “Shareholders” module.
- iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	<ul style="list-style-type: none"> <li>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.

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

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; [lloydsenterprises@lloyds.in](mailto: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.

## **LLOYDS ENTERPRISES LIMITED**

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

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

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](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll-free No: 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call at Toll-free No: 1800 22 55 33

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**EXPLANATORY STATEMENT**

**Pursuant to Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the accompanying notice dated 10<sup>th</sup> December, 2024:**

**Item No. 1**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the Members of the Company, have appointed Mr. Jagannath Pandharinath Dange (DIN: 01569430), aged 73 years, as an Additional Independent Director for a term of 05 (five) consecutive years, with effect from 24<sup>th</sup> October, 2024 to 23<sup>rd</sup> October, 2029 (both days inclusive) under Section 149, 150 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, subject to the approval of the shareholders through special resolution.

The Company has received declarations from Mr. Jagannath Dange that he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for being eligible for his appointment as an Independent Director. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

He is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 or the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20<sup>th</sup> June 2018 pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies and he is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (“IICA”).

**Information pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015**

Brief details in respect of the Director seeking appointment:

<b>Name of Director</b>	Mr. Jagannath Pandharinath Dange
<b>DIN</b>	01569430
<b>Date of Birth</b>	01 <sup>st</sup> June, 1951
<b>Nationality</b>	Indian
<b>Qualification &amp; Expertise</b>	<p>Commerce and Law Graduate, and has done post-graduation in Business Administration Development from Nagpur University, Pune University and Bath University from U.K.</p> <p>He commenced his career as an IAS officer in 1973 in Maharashtra Cadre. He has served for more than 38 years in different positions including districts, Government of Maharashtra and Government of India and gained hands-on experience for the management of Government organizations, Public Sector undertakings and NGOs. During his tenure, he worked in various positions from Sub-divisional Magistrate to Chief Secretary of the Government of Maharashtra which has</p>

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	enabled him to acquire appropriate skills in coordinating with Governments and multiple agencies at the Districts, States and Central Government level. He has also handled various judicial and quasi-judicial matters in various positions held by him. He, along with other subjects, handled the work of various departments concerned with infrastructure and social sector including poverty alleviation and employment generation programmes for the entire state and for the entire country.
<b>Disclosure of relationships between directors (in case of appointment of a director).</b>	N.A.
<b>Names of listed entities in which the person also holds the Directorship and the Membership/ Chairmanship of Committees of the Board</b>	N.A.
<b>No. of shares held in the Company</b>	Nil

None of the other Directors, Key Managerial personnel of the Company and their relatives except Mr. Jagannath Pandharinath Dange to whom the resolution relates, are in any way concerned or interested in the said resolution.

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

### **Item No. 2**

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, have reappointed Mr. Vikram Chandrakant Shah (DIN: 00824376), aged 68 years, as an Independent Director of the Company for a period of 05 consecutive (five) years w.e.f. 05<sup>th</sup> February, 2025, under Sections 149, 150, 152 of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. Vikram Chandrakant Shah was appointed as an Independent Director of the Company for a period of 05 (five) consecutive years commencing from 05<sup>th</sup> February, 2020 up to 04<sup>th</sup> February, 2025, in the Annual General Meeting held on 15<sup>th</sup> September, 2020 via Video Conferencing/ Other Audio-Visual Means (VC/OAVM). Accordingly, his term of 05 (five) years as an Independent Director of the Company, is due to expire on 04<sup>th</sup> February, 2025. Upon completion of his term, he is eligible for reappointment as an Independent Director on the Board of the Company for a second term subject to the approval of the Members by a Special Resolution.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered that, given his professional background and experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to reappoint Mr. Vikram Chandrakant Shah as an Independent Director of the Company for a second term of 05 (five) consecutive years, not liable to retire by rotation.

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The Company has received declarations from Mr. Vikram Chandrakant Shah, that he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for being eligible for his appointment as an Independent Director. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

He is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 or the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20<sup>th</sup> June 2018 pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies and he is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (“IICA”).

### Information pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015

Brief details in respect of the Director seeking appointment:

<b>Name of Director</b>	Mr. Vikram Chandrakant Shah
<b>DIN</b>	00824376
<b>Date of Birth</b>	11 <sup>th</sup> May, 1956
<b>Nationality</b>	Indian
<b>Qualification &amp; Expertise</b>	<p>Mr. Vikram Shah is a Commerce Graduate, Chartered Accountant and a Law Graduate and has an experience of around 45 years in Finance Field.</p> <p>Mr. Vikram Shah is an experienced Finance professional and has served the position of Finance Head in a Company. He has handled various assignments during his professional career, which include Taxation, Financial Planning, Company Law matters etc.</p>
<b>Disclosure of relationships between directors (in case of appointment of a director).</b>	N.A.
<b>Names of listed entities in which the person also holds the Directorship and the Membership/ Chairmanship of Committees of the Board</b>	<p><b><u>Directorship</u></b> Lloyds Enterprises Limited</p> <p><b><u>Membership of Committees</u></b> Lloyds Enterprises Limited - Audit Committee Lloyds Enterprises Limited - Nomination and Remuneration Committee Lloyds Enterprises Limited - Stakeholders’ Relationship Committee</p> <p><b><u>Chairmanship of Committees</u></b> Lloyds Enterprises Limited - Corporate Social Responsibility Committee</p>

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<b>No. of shares held in the Company</b>	Nil
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None of the other Directors, Key Managerial personnel of the Company and their relatives except Mr. Vikram Shah to whom the resolution relates, are in any way concerned or interested in the said resolution.

Accordingly, the Board recommends the Resolution set out under Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

**Item No. 3**

The Board of Directors, on recommendation of Nomination and Remuneration Committee and subject to the approval of the Members of the Company, have appointed Mr. Satish Kumar Gupta (DIN: 02914009), aged 61 years, as an Additional Independent Director for a term of 05 (five) consecutive years, with effect from 10<sup>th</sup> December, 2024 to 09<sup>th</sup> December, 2029 (both days inclusive) under Section 149, 150 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, subject to the approval of the shareholders through special resolution.

The Company has received declarations from Mr. Satish Kumar Gupta that he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for being eligible for his appointment as an Independent Director. He is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

He is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 or the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20<sup>th</sup> June 2018 pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies and he is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (“IICA”).

**Information pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015**

Brief details in respect of the Director seeking appointment:

<b>Name of Director</b>	Mr. Satish Kumar Gupta
<b>DIN</b>	02914009
<b>Date of Birth</b>	19 <sup>th</sup> June, 1963
<b>Nationality</b>	Indian
<b>Qualification &amp; Expertise</b>	Business Management from XLRI, Jamshedpur and is a mechanical engineering graduate from Delhi University. He was previously associated with Bharat Heavy Electronics Limited (BHEL) and has an extensive experience in management of power projects in BHEL. He has also contributed towards project appraisal for setting up, expansion and modernisation of projects across various industries. His expertise includes financial management, corporate credit with in-depth knowledge of legal framework and in-depth knowledge of industries operating in iron

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	<p>and steel, infrastructure, auto ancillaries' sectors.</p> <p>Mr. Satish Kumar Gupta was also associated with various financial organizations including ICICI Bank holding senior level positions and has served as nominee director on the Boards of various companies as a representative for these organizations.</p> <p>He was also awarded with the prestigious 'Turnaround Management Association (TMA) - 2020 Mega Company Turnaround Award' for the resolution of Essar Steel India Limited by TMA (a Chicago based global firm focusing on recognition of corporate restructuring and turnarounds) in September 2020.</p> <p>He was also associated with TMA India Chapter for promoting turnaround management practice and was a member of its advisory Board.</p>
<b>Disclosure of relationships between directors (in case of appointment of a director).</b>	N.A.
<b>Names of listed entities in which the person also holds the Directorship and the Membership/ Chairmanship of Committees of the Board</b>	N.A.
<b>No. of shares held in the Company</b>	Direct holding: 12,500 shares Holding of Relative: 1000 shares

None of the other Directors, Key Managerial personnel of the Company and their relatives except Mr. Satish Kumar Gupta to whom the resolution relates, are in any way concerned or interested in the said resolution.

Accordingly, the Board recommends the Resolution set out under Item No. 3 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

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

**Place: Mumbai  
Date: 10<sup>th</sup> December, 2024**

**Sd/-  
Pranjal Mahapure  
Company Secretary & Compliance Officer**

## **LLOYDS ENTERPRISES LIMITED**

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