

## Lloyds Metals and Energy Limited

**Regd. Office :** Plot No. A 1-2, MIDC Area, Ghugus, Dist. Chandrapur, 442 505, Maharashtra. **Tel.:** 07172 285099 /103/398 **Fax:** 07172 285003.

**Corporate Office :** Trade World, "C" Wing, 16th Floor, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. **Tel.:** 022-6291 8111 **Fax:** 022- 6291 8260

**CIN:** L40300MH1977PLC019594 **Website:** www.lloyds.in **Email:** investor@lloyds.in

**NOTICE** is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of **LLOYDS METALS AND ENERGY LIMITED** will be held on Friday, 30<sup>th</sup> October, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 12.30 p.m. to transact the following business:

### SPECIAL BUSINESS:

#### 1. PREFERENTIAL ALLOTMENT OF CONVERTIBLE WARRANTS

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 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations, 2018"), as amended thereto, the regulations/ guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, upto 6,60,00,000 (Six Crores Sixty Lakhs) Convertible Warrants of Face value of Re. 1/- (Rupee One only) each at a premium of Rs. 8.47 (Rupees Eight and Forty Seven paise only) each aggregating to Rs. 62,50,20,000/- (Rupees Sixty Two Crores Fifty Lacs Twenty Thousand only) to Promoter/ Promoter Group, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Promoter/ Promoter Group		
1.	Plutus Trade & Commodities LLP	2,64,00,000	i. Mr. Ravi Agarwal ii. Mr. Madhur Rajesh Gupta iii. Mr. Shreekrishna M. Gupta
2.	Sky United LLP	1,32,00,000	Mr. Ravi Agarwal
3.	Teamwork Properities Developments LLP	1,32,00,000	i. Mrs. Abha Mukesh Gupta ii. Mrs. Renu Rajesh Gupta
4.	Blossom Trade & Interchange LLP	1,32,00,000	i. Mrs. Abha Mukesh Gupta ii. Mrs. Renu Rajesh Gupta
	<b>Total</b>	<b>6,60,00,000</b>	

#### RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of pricing of issue of the convertible warrants in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as 30<sup>th</sup> September, 2020 being the 30th day prior to 30<sup>th</sup> October, 2020 i.e., the date on which the Extra Ordinary Meeting of the shareholders is convened, in terms of the Companies Act, 2013 to consider the proposed preferential issue.
- ii. The convertible warrants allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.
- iii. The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**RESOLVED FURTHER THAT** the Convertible Warrants and the Equity Shares issued and allotted pursuant to the exercise of the warrants shall be locked in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**RESOLVED FURTHER THAT** each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of allotment into one fully paid-up Equity Share of Re.1/- each at the price which be determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and a sum equivalent to 25% of the total

consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

**RESOLVED FURTHER THAT** in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

**RESOLVED FURTHER THAT** the convertible warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board

**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of convertible warrants of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of convertible warrants of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

**By order of the Board of Directors  
For Lloyds Metals and Energy Limited**

**Sd/-  
Sneha Yezarkar  
Company Secretary  
ACS-43338**

**Date: 30<sup>th</sup> September, 2020**

**Place: Mumbai**

**Notes :**

1. The EGM will be held on Friday, 30<sup>th</sup> October, 2020 at 12.30 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, MCA General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, MCA General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, MCA General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, MCA General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020.
2. Pursuant to the MCA General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to

appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id [sgyezarkar@lloyds.in](mailto:sgyezarkar@lloyds.in), a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, physical attendance of the Members is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
5. 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](mailto: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](mailto:investor@bigshareonline.com).
6. The Members can join the EGM 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 EGM through VC/OAVM are given in this Notice under Note No. 22.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. As the Extra Ordinary General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of EGM on the Email ID [sgyezarkar@lloyds.in](mailto:sgyezarkar@lloyds.in).
9. An explanatory Statement setting out details relating to the special business to be transacted at the Extra Ordinary General meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
11. Members who wish to inspect on the date of EGM in electronic mode, the relevant documents referred to, in this Notice of EGM and explanatory statement, can send an email to [sgyezarkar@lloyds.in](mailto:sgyezarkar@lloyds.in).
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

14. The Notice of EGM will be placed on the Company's website on [www.lloyds.in](http://www.lloyds.in).
15. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 25<sup>th</sup> September, 2020 will receive the EGM Notice through electronic mode.
16. As per the MCA General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the EGM Notice will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.
17. Shareholder's of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 25<sup>th</sup> September, 2020 will receive the Notice of EGM through electronic mode only.
18. Members are requested to notify any changes in their address to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400059.
19. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
20. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**21. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility. The facility of casting votes by a member using remote e-voting system as well as e- voting on the date of the EGM will be provided by CDSL.
- b. The Board of Directors of the Company has appointed M/s. B.R. Gupta & Co, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23<sup>rd</sup> October, 2020.
- d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23<sup>rd</sup> October, 2020 only shall be entitled to cast their vote either through remote e-voting or through E- voting at the EGM.
- e. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.lloyds.in](http://www.lloyds.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 the BSE Limited and Metropolitan Stock Exchange of India Limited (MSEI), Mumbai.

- f. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30<sup>th</sup> October, 2020.
- g. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

**The Instructions for Members for Remote E-Voting Are As Under:-**

The voting period begins on Tuesday, 27<sup>th</sup> October, 2020 at 09.00 a.m. (IST) and ends on Thursday, 29<sup>th</sup> October, 2020 at 5.00 p.m. (IST). The E-Voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (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. Members 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 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members 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 Notice of EGM sent to the shareholders on their Registered E-mail IDs.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <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 as mentioned in instruction (iii).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members

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 Members 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.
- (xi) On the voting page, you will see "RESOLUTIONDESCRIPTION" 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- 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.
- 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 Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

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](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**The Instructions for Members for E-Voting on the day of the EGM are as under:-**

- (i) The procedure for E- Voting is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the 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 in the EGM.
- (iii) Members who have voted through Remote E-Voting will be eligible to attend the EGM and participate there at. However, they will not be eligible to vote at the EGM. In case any Member who had voted through Remote E-voting, casts his vote again at the E- Voting provided during the EGM, then the Votes cast during the EGM through E-voting shall be considered as Invalid.
- (iv) Members are requested to follow the instructions, if any, provided during the currency of the EGM for E- Voting.
- (v) The details of the person who may be contacted for any grievances connected with the facility for e-voting during the EGM shall be the same person mentioned for Remote e-voting.

**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](mailto:investor@bigshareonline.com).
- b. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client master or Copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Bigshare Services Private Limited on their email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
- c. The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.



**22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

- a) Members whose email IDs are already registered with the Depository Participant/ Registrar and Share Transfer Agent of the Company and who are desirous to attend the EGM through VC/OAVM can apply at [sgyezarkar@lloyds.in](mailto:sgyezarkar@lloyds.in) requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID.
  - b) Members who are desirous of attending the EGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 5 of this Notice.
  - c) Members who are desirous of attending the EGM may send their request by 17<sup>th</sup> October, 2020. On successful registration with the company, the invitation to join the EGM will be sent to the Members on their registered email IDs latest by 28<sup>th</sup> October, 2020. This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the EGM will be shared on the registered email id of the member after successful registration with the Company.
  - d) Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request by 17<sup>th</sup> October, 2020 from their registered email address mentioning their name as registered in the records of the Company, DPID/Client ID or Folio Number at [sgyezarkar@lloyds.in](mailto:sgyezarkar@lloyds.in). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
  - e) Members may attend the EGM, 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 step 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.
  - f) 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.
  - g) 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.
  - h) 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.
  - i) 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.
  - j) Institutional Shareholders are encouraged to participate at the EGM through VC/OAVM and vote thereat.
23. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM 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](mailto:helpdesk.evoting@cdslindia.com).

24. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling EGM has been uploaded on the website of the Company at [www.lloyds.in](http://www.lloyds.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.msei.in](http://www.msei.in) respectively and the EGM Notice is also available on the website of CDSL (agency for providing the e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
25. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
26. Investor Grievance Redressal:- The Company has designated an e-mail id [investor@lloyds.in](mailto:investor@lloyds.in) to enable investors to register their complaints, if any.

**STATEMENT 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:

**Item No. 1**

As per Section 42, 62 of the Companies Act, 2013 approval of shareholders in the General Meeting is required for allotment of Convertible Warrants on preferential basis and hence the resolution is placed before the Shareholders.

The Board of the Directors of the Company at its meeting held on 14<sup>th</sup> September, 2020 has given their consent subject to approval of Members by way of Special Resolution to issue 6,60,00,000 Convertible Warrants to Promoter/ Promoter Group on preferential allotment basis.

The purpose of the proposed issue as mentioned above is for working capital requirements and general corporate purposes.

The necessary information pertaining to the proposed preferential allotment in terms of Regulation 163 of Chapter V of SEBI (ICDR) Regulations, 2018, as amended thereto, are set out as below:

**1. List of Allottees for Preferential Allotment of Convertible Warrants:**

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Promoter/ Promoter Group		
1.	Plutus Trade & Commodities LLP	2,64,00,000	i. Mr. Ravi Agarwal ii. Mr. Madhur Rajesh Gupta iii. Mr. Shreekrishna M. Gupta
2.	Sky United LLP	1,32,00,000	Mr. Ravi Agarwal
3.	Teamwork Properties Developments LLP	1,32,00,000	i. Mrs. Abha Mukesh Gupta ii. Mrs. Renu Rajesh Gupta
4.	Blossom Trade & Interchange LLP	1,32,00,000	i. Mrs. Abha Mukesh Gupta ii. Mrs. Renu Rajesh Gupta
	<b>Total</b>	<b>6,60,00,000</b>	

**2. Object/s of the issue:**

The proposed preferential allotment of Convertible Warrants is for working capital requirements and general corporate purposes.

**3. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:**

The Promoters/Directors/ Key Management of the Company have conveyed to the Company in writing of their respective intention that Promoters, Directors, Key Management Persons are intending to subscribe to the offer being proposed under special resolution under Item No. 1 of the Notice for shareholders' approval at this meeting.

**4. Shareholding Pattern before and after the Issue \*:**

The shareholding pattern before and after the allotment of 6,60,00,000 Convertible Warrants is as under: (As on 14<sup>th</sup> September, 2020)

Category of Shareholders	Pre Preferential Shareholding		Post Preferential Shareholding assuming full conversion of Convertible Warrants into Equity Shares		Post Preferential Shareholding assuming full conversion of Convertible Warrants and OFCDs into Equity Shares	
	No. of Shares	As a % of (A+B+C)	No. of Shares	As a % of (A+B+C)	No. of Shares	As a % of (A+B+C)
Promoter and Promoter Group (A)	16,59,12,177	65.90	23,19,12,177	72.99	23,19,12,177	67.34
Public Shareholding (B)	8,28,96,223	32.93	8,28,96,223	26.09	10,95,46,223**	31.81**
Shares held by Employee Trust (C)	29,40,820	1.17	29,40,820	0.93	29,40,820	0.85
<b>Total (A) + (B) + (C)</b>	<b>25,17,49,220</b>	<b>100.00</b>	<b>31,77,49,220</b>	<b>100.00</b>	<b>34,43,99,220</b>	<b>100.00</b>

\*Please note that the allotment has to be made to ESOP Trust (Lloyds Employees Welfare Trust) as following and the same is not considered while calculating the Post Preferential Shareholding in the above table:

- In the month of September 2021- 3,95,000 Equity Shares
- In the month of September 2022- 3,95,000 Equity Shares

\*\* 2,66,50,000 Optionally Fully Convertible Debentures ("OFCDs") issued pursuant to the Special resolution dated 15/06/2020.

**5. Consequential Changes in the Voting Rights :**

Voting rights will change according to the change in the shareholding pattern mentioned above.

**6. Proposed time within which the allotment shall be completed:**

The Board proposes to allot Convertible Warrants within a period of 15 days from the date of passing of the resolution by the shareholders in the Extra Ordinary General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission. The allotment of Equity shares pursuant to exercise of option by Warrant holder will be made within a reasonable time after exercise of such option.

**7. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:**

Identity	Pre Preferential Shareholding		No. of Convertible warrants to be issued	Post Preferential Shareholding (assuming full conversion of warrants)		Post Preferential Shareholding (assuming full conversion of warrants & OFCDs)	
	No. of Shares	%age		No. of Shares	%age	No. of Shares	%age
<b>Promoter/ Promoter Group Category</b>							
Plutus Trade & Commodities LLP	0	0.00	2,64,00,000 Warrants	2,64,00,000	8.31	2,64,00,000	7.67
Sky United LLP	0	0.00	1,32,00,000 Warrants	1,32,00,000	4.15	1,32,00,000	3.83
Teamwork Properties Developments LLP	0	0.00	1,32,00,000 Warrants	1,32,00,000	4.15	1,32,00,000	3.83
Blossom Trade & Interchange LLP	0	0.00	1,32,00,000 Warrants	1,32,00,000	4.15	1,32,00,000	3.83

**Assumptions:**

- All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
- All 2,66,50,000 OFCDs offered pursuant to the Special resolution dated 15/06/2020 have been fully converted into equity shares by the allottee to whom the OFCDs were allotted.
- The warrants are held by the aforesaid allottee at the time of exercise of the option and
- The options are exercised by them in full.

**8. Lock in Period:**

Convertible Warrants and Equity Shares to be allotted on conversion of convertible warrants shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended.

**9. Change in Management:**

The proposed preferential allotment of Convertible Warrants will not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.

**10. Pricing of the issue:**

The Equity Shares of the Company are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011 and the pricing of Equity Shares is in compliance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018. The issue of Equity Shares pursuant to conversion of warrants on preferential basis shall be at a price of Rs. 9.47 each (Re. 1/- face value + Rs. 8.47 premium).

**11. Name and address of the Valuer who performed valuation:**

The Valuation of Equity Shares has been done by M/s Vijay H. Shah & Co., Chartered Accountants being an Independent Chartered Accountant having its Office at 1001 B Wing, Veena Vihar, Mahavir Nagar, Kandivali West, Mumbai 400067.

**12. Auditor's Certificate:**

A copy of the certificate from the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection as per the instructions provided in the Note No. 11 of this Notice.

**13. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI**

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

**14. Payment and Conversion Terms:**

25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Re. 1/- each at a price of Rs. 9.47 each which is determined in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 at any time within 18 months from the date of allotment. In case the option is not exercised within a period of 18

months from the date of allotment, the aforesaid 25% amount paid on the date of allotment shall be forfeited.

**15. Undertakings:**

- i. The Issuer Company undertakes that they shall recompute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

**16. Interest of Promoters/ Directors**

Mr. Babulal Agarwal, the Managing Director of the Company is the father of Mr. Ravi Agarwal (belonging to Promoter/ Promoter Group of the Company) and therefore they are deemed to be person acting in concert and therefore concerned or interested in the Resolution under Item No. 1.

Mr. Rajesh Rajnarayan Gupta, the Promoter & Director is the father of Mr. Madhur Rajesh Gupta (belonging to Promoter/ Promoter Group of the Company) and husband of Mrs. Renu Gupta (belonging to Promoter/ Promoter Group of the Company) and therefore they are deemed to be person acting in concert and therefore concerned or interested in the Resolution under Item No. 1.

Mr. Mukesh Rajnarayan Gupta, the Promoter & Director is the father of Mr. Shreekrishna Mukesh Gupta (belonging to Promoter/ Promoter Group of the Company) and husband of Mrs. Abha Gupta (belonging to Promoter/ Promoter Group of the Company) therefore they are deemed to be person acting in concert and therefore concerned or interested in the Resolution under Item No. 1.

None of other Directors, Key Managerial Personnel and their relatives are interested or concerned in the proposed Special Resolution under Item No. 1 except to the extent of their shareholding, if any

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and/ or preferential issue as set out in the special resolution under Item no. 1.

The Board of Directors recommends the said Special Resolution under Item no. 1 for your approval.

**By order of the Board of Directors  
For Lloyds Metals and Energy Limited**

**Sd/-  
Sneha Yezarkar  
Company Secretary  
ACS: 43338**

**Date: 30<sup>th</sup> September, 2020  
Place: Mumbai**

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

Date:

To,

**Bigshare Services Private Limited**

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East,

Mumbai 400059.

**UNIT – LLOYDS METALS AND ENERGY LIMITED**

Dear Sir,

**Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company**

We hereby register our E-mail 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.