



MAHARSHI GANATRA & ASSOCIATES

Practising Company Secretaries

web: www.maharshiganatra.com email: info@maharshiganatra.com

Mob: +91-9930692152, 022-25004455

Add: E-309, Kailash Esplanade, Opp. Shreyas Cinema, LBS Marg, Ghatkopar (W), Mumbai-86

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Members of
Lloyds Metals and Energy Limited

CIN: L40300MH1977PLC019594

Plot No. A 1-2, MIDC Area, Ghugus,
Chandrapur, Maharashtra, 442505

In our opinion and to the best of our information and according to the explanations given to us, we certify that **Lloyds Metals and Energy Limited ("the Company")** has as on date complied with the Pre issue requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended thereto, in regards to the proposed Preferential issue of 6,00,00,000 0% Optionally Fully Convertible Debentures ("OFCDs") to Sunflag Iron and Steel Company Limited (**Non-Promoter**) as per the Arbitration Award dated April 22nd, 2022 and Additional / Supplementary Arbitration Award dated 28th April, 2022 more specifically, the following

1. Memorandum of Association and Articles of Association of the Company;
2. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
3. Resolutions passed at the meeting of the Board of Directors;
4. List of Proposed Allottees

They are in the process of the following: -

1. Postal Ballot notice and e-voting for obtaining the approval of the Shareholders of the Company.

As per the representation letter received from the Company the following documents shall be provided at the time of Board Meeting to be held for allotment post Shareholder's approval as the preferential issue is in accordance with the Arbitration Award dated April 22nd, 2022 and Additional / Supplementary Arbitration Award dated 28th April, 2022.

1. Offer letter (PAS 4)
2. Register of offerees (PAS 5)
3. Debenture trust deed and deed creating charge

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.



2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.
5. This certificate covers compliances to events up to the certificate date and no prospective event.

**For Maharshi Ganatra & Associates
Practicing Company Secretary**



**Maharshi Ganatra
M. No. F11332
COP No.: 14520
UDIN: F011332D000236315
Date: 29th April, 2022
Place: Mumbai**