



LLOYDS METALS AND ENERGY LIMITED

Regd. Office and Works : Plot No. A1 & A2, MIDC Industrial Area, Ghugus 442 505, District Chandrapur (MS), **Tel.:** 07172-285398, 07172-285103

Corporate Office : A2, 2nd Floor, Madhu Estate, Pandurang Bhudhkar Marg, Lower Parel, Mumbai-400 013, **Tel.:** +91-22-62918111

www.lloyds.in | **CIN:** L40300MH1977PLC019594 | investor@lloyds.in

NOTICE OF POSTAL BALLOT

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

To
The Members,
Lloyds Metals and Energy Limited

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable laws and regulations, seeking approval of the Members of **Lloyds Metals and Energy Limited ("the Company")** by way of a Special Resolutions for the businesses appended below through postal ballot by way of voting through electronic means i.e., through remote e-voting system ("Postal Ballot/E-voting").

Your consideration and approval are sought for the Resolutions annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolutions, is also appended herewith.

In terms of the MCA Circulars viz. General Circular No. 14/2020 dated 08th April, 2020 and General Circular No.17/2020 dated 13th April, 2020, the General Circular No. 22/2020 dated 15th June, 2020, the General Circular No. 33/2020 dated 28th September, 2020, the General Circular No. 39/2020 dated 31st December, 2020, the General Circular No. 10/2021 dated 23rd June, 2021 and the General Circular No. 20/2021 dated 08th December, 2021 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**") the Company will send the Postal Ballot Notice via email to all its Shareholders who have registered their e-mail addresses with the Company or depository participants and the communication of assent / dissent of the Members will take place through the remote e-voting system only. In compliance with the above requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the Shareholders for this Postal Ballot and the Shareholders are required to communicate their assent or dissent through the remote e-voting system only.

You are requested to peruse the proposed resolutions by means of the Postal Ballot through voting by electronic means only ("**remote e-voting**"). The Members are requested to read the instruction in the notes under the section "**Instruction for Voting through Electronic Means**".

1. Re-appointment of Mr. Babulal Agarwal (DIN: 00029389) as the Managing Director of the Company for a further period of one year:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if

any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the relevant regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company; and as recommended by the Nomination and Remuneration Committee of the Board and subject to such other approval(s), permission(s) and sanction(s), as may be required, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Babulal Agarwal (DIN: 00029389), as the Managing Director of the Company for a further period of 01 year with effect from 01st January, 2023 to 31st December, 2023 (both the days inclusive) on the same terms and conditions as well as the payment of salary, commission and perquisites (hereinafter referred to as "**remuneration**"), as approved by the Members of the Company at their 40th Annual General Meeting held on 19th September, 2017 and also as detailed herein as below within the maximum ceiling limit prescribed under Schedule V to the Companies Act, 2013 as may be amended from time to time and in force unless approval from the Central Government is obtained to pay in excess of the limits prescribed:

Details of remuneration:

a)	Basic Salary	Rs. 1,00,000 p.m.
b)	House Rent Allowance	Rs. 65,000 p.m.
c)	Conveyance	Rs. 50,000 p.m.
d)	Transport Allowance	Rs. 9,670 p.m.
e)	General Allowance	Rs. 65,000 p.m.
f)	Special Allowance	Rs. 65,000 p.m.
g)	LTA	Rs. 25,000 p.m.
h)	Medical Allowance	Rs. 25,000 p.m.
i)	Perquisites	Rs. 1,25,000 p.m.
j)	Employer Contribution to PF	Rs. 12,000 p.m.
Total		Rs. 5,41,670 p.m.

RESOLVED FURTHER THAT, Mr. Babulal Agarwal, Managing Director shall also be eligible for the following which shall not be included in the computation of the ceiling on remuneration and also formed part of the earlier approved limits by the Members of the Company at their 40th Annual General Meeting held on 19th September, 2017:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the income tax Act, 1961;
2. Gratuity payable at rate not exceeding half a month's salary for each completed year of service, and

3. One Month's leave with full salary for every 11 months and Encashment of leave as per Company Rules.

RESOLVED FURTHER THAT, if during his tenure as the Managing Director, the Company has no profits or its profits are inadequate in any financial year from the date of his appointment to the conclusion of his tenure, the Managing Director shall be entitled to aforesaid remuneration as minimum remuneration subject to the limits specified in Part II of the said Schedule V of the Companies Act, 2013 and obtaining necessary approval, if any and as may be required.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to grant increment or vary perquisites from time to time during the tenure of the Managing Director within the limits that the aggregate of the remuneration and perquisites shall not exceed the maximum ceiling specified in the Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

2. To alter / amend the Main Object Clause of the Memorandum of Association of the Company:

"**RESOLVED THAT**, pursuant to the provisions of Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the appropriate regulatory and statutory authorities, consent of the Members of the Company be and is hereby accorded for to alter / amend the existing Main Object Clause by adding with the following new clauses as 3, 4, 5 & 6:

3. To carry on in India and elsewhere the trade or business of, including but not limited to, iron ore mining, coal mining, dolomite mining and / or any other mineral mining, including the management of such mines either independently or for and on behalf of or under the directions of the Central Government or any State Government whether as custodian, receiver or in any other similar capacity.
4. To purchase, take on lease or in exchange or under amalgamation, licence or concession, claims, mining rights, or otherwise acquire mines by way of auction or any other means mineral properties, water rights either absolutely or conditionally and either solely or jointly with owners including but not limited to iron ore, coal, coal blocks, mineral mines, sedimentary rocks, lignite mine, lignite lock, bauxite, copper, dolomite mine and / or any other mineral beneficiation, mineral dressing, concentration and refining plants, including plants like metallurgical plants, steel plants, lands, buildings, workshops & equipment, machinery, sidings, locos, works and any rights and privileges, or interest therein and to explore, prospect, work, develop, administer, manage or control and to turn to account the same.
5. To buy, sell, import, export, distribute, prepare, produce, extract, process and manufacture including but not limited to iron ore, any other minerals, coal, lignite, lignite lock, Bauxite, Copper, sedimentary rock, dolomite mine or any other goods, ware commodities, merchandise, article and things of any description or kind whatsoever and its by-products.
6. To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamated, manipulate, and prepare for market including but not limited to iron

ore, any metal, coal, sedimentary rock and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.

RESOLVED FURTHER THAT, the Board of Directors or the Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act ("**Explanatory Statement**"), pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company vide resolution dated 15th November, 2022 has appointed Mr. K.C. Nevatia of M/s. K. C. Nevatia & Associates, Practising Company Secretary (Membership No.: F3963) as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has availed electronic voting platform of Central Depository Services (India) Limited ("**CDSL**"), for facilitating remote e-voting.

The remote e-voting period commences at 09:00 a.m. (IST) on Saturday, 19th November, 2022 and will end at 5:00 p.m. (IST) on Sunday, 18th December, 2022, when the remote e-voting will be blocked and voting shall not be allowed beyond the said time. Upon completion of the process, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman. The results of the Postal Ballot would be announced on or before 05:00 p.m. (IST), Tuesday, 20th December, 2022.

The declared results, along with the Scrutinizer's report, will be available forthwith on the Company's website www.lloyds.in and will also be forwarded to BSE Limited and Metropolitan Stock Exchange of India Limited where the Company's shares are listed. CDSL which has been engaged by the Company for facilitating e-voting will also display the results on its website www.evotingindia.com.

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

**Sd/-
Trushali Shah
Company Secretary**

**Date: 15th November, 2022
Place: Mumbai**

Notes:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("**Act**") setting out material facts concerning the Resolutions in the accompanying Notice, is annexed hereto.
2. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by CDSL. The instructions for Voting through electronic means are annexed to this Notice.
3. 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 Friday, 11th November, 2022 ("**cut-off date**"). In conformity with

the applicable regulatory requirements only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, the Postal Ballot Notice is being sent to those Members only through electronic mode and only those Members will be entitled to cast their votes by remote e-voting.

4. The remote e-voting period commences at 09:00 a.m. (IST) on Saturday, 19th November, 2022 and will end at 05:00 p.m. (IST) on Sunday, 18th December, 2022, when 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 dematerialised form, as on the cut-off date i.e., Friday, 11th November, 2022, may cast their vote electronically. Once the member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
5. Mr. K. C. Nevatia of M/s. K. C. Nevatia & Associates, Practicing Company Secretary (Membership Number: F3963) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
6. Those Members 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.
7. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.lloyds.in, websites of BSE Limited at www.bseindia.com and website of Metropolitan Stock Exchange of India Limited at www.msei.in. Also, the Notice shall be displayed on website of CDSL at www.evotingindia.com.
8. All material documents referred to in the accompanying Notice and the explanatory statement are open for inspection without any fee by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to closure of remote e-voting on Sunday, 18th December, 2022.
9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Sunday, 18th December, 2022.
10. 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.

Instructions for voting through electronic means:

1. The voting period begins on Saturday, 19th November, 2022 at 09:00 a.m. (IST) and ends on Sunday, 18th December, 2022 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., Friday, 11th November, 2022 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 13th, 2020, the General Circular No. 22/2020 dated June 15th, 2020, the General Circular No. 33/2020 dated September 28th, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23rd, 2021 and the General Circular No. 20/2021 dated 08th December, 2021 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 Metals and Energy 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 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.
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 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	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e., CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.

	<p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “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.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. 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>
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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
<p>Individual Shareholders Holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders Holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

4. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- i) The Shareholders should log on to the e-voting website 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 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 Shareholders holding shares in Demat Form other than individual and Physical Form
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 Participants are requested to use the sequence number in the PAN field. The sequence number is mentioned in the email of "Postal Ballot Notice" sent to the shareholders on their registered e-mail IDs. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your 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 (4).

- 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 <Lloyds Metals and Energy Limited> on which you choose to vote.
- 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 changed login password, then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.

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 and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz: investor@lloyds.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.





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:
- 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 provide the login credentials to the above-mentioned shareholders.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
 - 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.

Login method for e-Voting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="1082 853 1485 1108" style="border: 1px solid black; padding: 5px;"> <p style="text-align: center; color: blue;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

EXPLANATORY 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.: 01

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had re-appointed Mr. Babulal Agarwal (DIN: 00029389), aged 76 years, as the Managing Director of the Company from 01st January, 2018 for a further period of 5 years up till 31st December, 2022 (both days inclusive).

The said appointment was approved by the Members of the Company at their 40th Annual General Meeting held on 19th September, 2017 under Section 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approvals of the Central Government and other authorities, if so required.

His tenure as the Managing Director of the Company ends on 31st December, 2022. The Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company has re-appointed him for a further period of 01 (one) year from 01st January, 2023 till 31st December, 2023 (both days inclusive) on the same terms and conditions and payment terms as well as remuneration and other terms as approved by the Members at their 40th Annual General Meeting held on 19th September, 2017.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his candidature as the Managing Director of the Company.

In the opinion of the Board the appointment and remuneration of Mr. Babulal Agarwal is in compliance with the provisions of Sections 196, 197, 203, satisfies all the conditions as set out in Schedule V of the Companies Act, 2013, the Rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and SEBI LODR Regulations. Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is also eligible to act as the Managing Director of the Company pursuant to applicable provisions of the Act, subject to approval of the Central Government and the Members of the Company. The Company has received his consent to act as the Managing Director of the Company.

Mr. Babulal Agarwal has attained the age of 76 years and hence pursuant to Section 196(3) of the Companies Act, 2013 a justification is required to be annexed to the notice for such motion indicating the justification for such appointment. This forms part of his brief profile as below.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment and remuneration of Mr. Babulal Agarwal as the Managing Director as required under Section 190 of the Companies Act, 2013.

As per Audited Financial Statements of the Company for the Financial Year 2021-22, the Company has adequate profit, therefore, pursuant to the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to Managing Director is in accordance with the provisions of Schedule V of the Act.

The remuneration and terms of re-appointment are set out below:

Details of remuneration:

k)	Basic Salary	Rs. 1,00,000 p.m.
l)	House Rent Allowance	Rs. 65,000 p.m.
m)	Conveyance	Rs. 50,000 p.m.
n)	Transport Allowance	Rs. 9,670 p.m.
o)	General Allowance	Rs. 65,000 p.m.
p)	Special Allowance	Rs. 65,000 p.m.
q)	LTA	Rs. 25,000 p.m.
r)	Medical Allowance	Rs. 25,000 p.m.
s)	Perquisites	Rs. 1,25,000 p.m.
t)	Employer Contribution to PF	Rs. 12,000 p.m.
Total		Rs. 5,41,670 p.m.

In addition to this Mr. Babulal Agarwal is also eligible for:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the income tax Act, 1961.
2. Gratuity payable at rate not exceeding half a month's salary for each completed year of service, and
3. One Month's leave with full salary for every 11 months and Encashment of leave as per Company Rules.

General Conditions:

1. The Managing Director will perform his Duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
2. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
3. The Managing Director shall adhere to the Company's code of conduct.

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

Brief details in respect of the Director seeking appointment:

Name of Director	Babulal Agarwal
DIN	00029389
Educational Qualification	Mr. Babulal Agarwal is a Commerce & Law graduate and has rich experience of over 54 years in Steel Trading & Industry, associated with day to day affairs of the Company. He has expertise in legal, administration and management field. He is a Founder Board Member of Lloyds Group.
Category of Director	Managing Director
Expertise in Functional Area	Legal, Administration and Management
Relationships between directors inter-se	He is a Promoter Director. He has no other pecuniary relationship with Company except remuneration and is not related with Managerial Personnel.
List of other Listed Entities in which he holds Directorship and the membership of Committees of the Board	NIL
Other Committee Membership in Lloyds Metals and Energy Limited	NIL
No. of Shares held including shareholding as a beneficial owner	NIL
Past Remuneration	Salary – Rs. 1,00,000/- per month, HRA@ 60 % of basic salary and other allowances – Rs. 40,000/- per month
Recognition or Awards	NIL
Job Profile and it's Suitability	At present, Managing Director of the Company. He was appointed as director prior to 1987 and designated as managing Director since 1995. He is responsible for day to day affairs of the Company.
Remuneration proposed	Rs. 65,00,040 p.a. The same has been approved by the Members of the Company at their 40 th Annual General Meeting held on 19 th September, 2019.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is reasonable as compared to size of the Company, profile and position of the person as well as with respect to the industry.

Justification of appointment pursuant to Section 196(3) of the Companies Act, 2013

Mr. Babulal Agarwal is a Commerce & Law graduate and has rich experience of over 54 years in Steel Trading & Industry, associated with day to day affairs of the Company. He has expertise in legal, administration and management field. He is also a Founder Board Member of Lloyds Group and is responsible for day to day affairs of the Company.

Profile of Mr. Babulal Agarwal is given in this notice. The Board considers that his re-appointment would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his re-appointment.

Except Mr. Babulal Agarwal, being appointee, none of the other Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Babulal Agarwal as the Managing Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

Item No.: 02

The Board of Directors of the Company in their meeting held on 15th November, 2022 has decided to take part in the coal auction mines of the Government of India as conducted by the Ministry of Coal. Recently coal mining in India has been metamorphosed as far as the policy framework is concerned. From an earlier restrictive model, the Government has moved on to granting coal mining blocks pursuant to a competitive bidding process, and from prescribing specific end-use to permitting commercial sale of coal.

The auctions have terms and conditions allowing new companies to participate in the bidding process, reduced upfront amount, adjustment of upfront amount against royalty, liberal efficiency parameters to encourage flexibility to operationalize the coal mines.

The mines will be bid as a merchant mines but, also intended to make Company self-sufficient in coal.

Your Company wishes to participate in these auction of coal mines and hence, has to alter / amend the main object clause of the Company by adding clause 3, 4, 5 & 6 to the existing Main Object Clause of the Company. Post alteration / amendment of the main object clause of the Company will read as follows:

3rd. The objects for which the Company is established are :-

(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on business as Founders, Smelters, Rollers and Rerollers In all their branches of Iron, Steel, Stainless Steel, Aluminium and other metals (Ferrous and non-Ferrous) and produce, manufacture, fabricate, purchase, refine, treat, manipulate, prepare, import, export, sell, and generally to deal in Iron & Steel, billets, rounds, sheets, plates, structural, wires.
2. To undertake and execute any contracts for works involving fabrication, supply or use of iron and steel, hardware and machinery and to carry out any auxiliary and other works comprised in such works.

**2A. To carry on business of General Electric Power Generation, Trading & Supply in all its branches and to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulations, lamps and works and to generate, transmit, trade and supply electricity and to co-generate electricity through conventional or non conventional means from raw material or waste heat or from any other material and to continuously invest in research activities for diversifying, improving, production, maintenance and growth of the Company.
3. To carry on in India and elsewhere the trade or business of, including but not limited to, iron ore mining, coal mining, dolomite mining and / or any other mineral mining, including the management of such mines either independently or for and on behalf of or under the directions of the Central Government or any State Government whether as custodian, receiver or in any other similar capacity.
4. To purchase, take on lease or in exchange or under amalgamation, licence or concession, claims, mining rights, or otherwise acquire mines by way of auction or any other means mineral properties, water rights either absolutely or conditionally and either solely or jointly with owners including but not limited to iron ore, coal, coal blocks, mineral mines, sedimentary rocks, lignite mine, lignite lock, bauxite, copper, dolomite mine and / or any other mineral beneficiation, mineral dressing, concentration and refining plants, including plants like metallurgical plants, steel plants, lands, buildings, workshops & equipment, machinery, sidings, locos, works and any rights and privileges, or interest therein and to explore, prospect, work, develop, administer, manage or control and to turn to account the same.
5. To buy, sell, import, export, distribute, prepare, produce, extract, process and manufacture including but not limited to iron ore, any other minerals, coal, lignite, lignite lock, Bauxite, Copper, sedimentary rock, dolomite mine or any other goods, ware commodities, merchandise, article and things of any description or kind whatsoever and its by-products.
6. To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamated, manipulate, and prepare for market including but not limited to iron ore, any metal, coal, sedimentary rock and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.

The Board of Directors considers the alteration / amendment of the Main Object Clause of the Company by adding the above clauses 3, 4, 5 & 6 to the existing Main Object Clauses in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

**For and on the behalf of
Lloyds Metals and Energy Limited**

**Sd/-
Trushali Shah
Company Secretary**

Date: 15th November, 2022

Place: Mumbai

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

Date:

To,
Bigshare Services Private Limited
Pinnacle Business Park,
Office No.: S6-2,
6th, Mahakali Caves Road,
Next to Ahura Centre,
Andheri (East), Mumbai - 400093

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.