



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 Bhudkar 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"**).

An Explanatory Statements under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolution, 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, the General Circular No. 20/2021 dated 08th December, 2021, the General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 3/2022 dated 05th May, 2022 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 resolution 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"**.

SPECIAL RESOLUTIONS

1. Appointment of Dr. Satish Ramchandra Wate (DIN: 07792398) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Satish Ramchandra Wate (DIN: 07792398), who was appointed as an Additional Independent Director of the Company with effect from 20th January, 2023, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 20th January, 2023 to 19th January, 2028, whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its committee thereof) and /or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Mr. Subbarao Venkata Munnang (DIN: 06495576) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Subbarao Venkata Munnang (DIN: 06495576), who was appointed as an Additional Independent Director of the Company with effect from 16th March, 2023, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director

of the Company to hold office for a term of up to 5 (five) consecutive years with effect from 16th March, 2023 to 15th March, 2028, whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its committee thereof) and /or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act (“**Explanatory Statements**”), 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 16th March, 2023 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, 18th March, 2023 and will end at 5:00 p.m. (IST) on Sunday, 16th April, 2023, 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 / Board. The results of the Postal Ballot would be announced on or before 05:00 p.m. (IST), Tuesday, 18th April, 2023.

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: 16th March, 2023
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, 10th March, 2023 (“**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 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, 18th March, 2023 and will end at 05:00 p.m. (IST) on Sunday, 16th April, 2023 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, 10th March, 2023, 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, Practising 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, 16th April, 2023.
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, 16th April, 2023.
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, 18th March, 2023 at 09:00 a.m. (IST) and ends on Sunday, 16th April, 2023 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, 10th March, 2023 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, the General Circular No. 20/2021 dated 08th December, 2021 and the General Circular No. 11/2022 dated 28th December, 2022 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	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<ol style="list-style-type: none"> 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” 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.
Individual Shareholders (holding securities in demat mode) through their Depository Participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

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

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.

- 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.


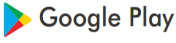
Login method for Individual shareholders holding securities in demat mode is given below:



Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdli.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 re-directed 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.nsdli.com>. Select “Register Online for IDEAS Portal” or click at <https://eservices.nsdli.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdli.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 or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

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, appointed Dr. Satish Ramchandra Wate (DIN: 07792398), aged 67 years, as an Additional Independent Director with effect from 20th January, 2023 under Section 149, 150 and 152 of the Companies Act, 2013 and the Articles of Association of the Company.

Dr. Wate shall hold office upto the date of next Annual General Meeting or three months from the date of his appointment whichever is earlier and is eligible to be appointed as an Independent Director of the Company for a term of five consecutive years up to 19th January, 2028, whose term shall not be subject to retirement by rotation. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his candidature as a director of the Company. The Company has also received a declaration of Independence from Dr. Wate.

In the opinion of the Board, Dr. Wate fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for being eligible for his appointment. He is also not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

Dr. Satish R. Wate, a resident of Nagpur, 67 years old, is a Masters and Doctorate in Biochemistry from Nagpur University. Dr. Wate joined as a scientist and rose to the position of Director in August 2010 at CSIR-NEERI, Nagpur. He was also assigned an additional charge of Director Central Leather Research Institute, Chennai in March 2015. He started many innovative programs at NEERI and at CLRI during his tenure yielding spectacular results on R&D and technology platform and provided visibility to the Institutes on Societal front.

Dr. Wate has several years of experience in Environmental Impact and Risk Assessment, Water Resource Management, Environmental Systems Design, Modeling and Optimization, Carrying Capacity Based Developmental Planning, Environmental Biotechnology, Wastewater Treatment and Environmental Materials for Field Applications.

His major scientific contributions are in the areas of Environmental Impact and Risk Assessment, Wastewater Treatment and Environmental Biotechnology. He has successfully handled large number of projects with national and international agencies / organizations like the World Bank, UNDP, UNEP, WHO, UNICEF, and Asian Countries viz. UAE, Kuwait, Qatar and Philippines. Dr. Wate has been nominated on various National Advisory Committees of Ministries viz. DST; MOEF&CC; MWR, RD and Ganga Rejuvenation; MDWS etc. either as Chairman or Member. He has signed MOU's with many international and national academic and R&D institutions for bilateral co-operation.

Dr. Wate has published about 85 research papers in international and 38 in national journals having high impact factor and presented about 130 papers in international and national conferences. He has contributed in ten books. He also has two patents to his credit.

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

Brief details in respect of the director seeking appointment:

Names of Director	Dr. Satish Ramchandra Wate
DIN	07792398
Educational Qualification	Masters and Doctorate in Biochemistry from Nagpur University
Category of Director	Independent Director
Expertise in Functional Area	Dr. Wate has several years of experience in Environmental Impact and Risk Assessment, Water Resource Management, Environmental Systems Design, Modeling and Optimization, Carrying Capacity Based Developmental Planning, Environmental Biotechnology, Wastewater Treatment and Environmental Materials for Field Applications.
Relationships between directors inter-se	N.A.
List of other Listed Entities in which he holds Directorship and the Membership of Committees of the Board	02 1. Shradha Infraprojects Limited Chairman – Audit Committee Meeting Member - Stakeholder's Relationship Committee Meeting Member – Nomination and Remuneration Committee Meeting 2. Ceinsys Tech Limited Chairman - Stakeholder's Relationship Committee Meeting
Other Committee Membership in Lloyds Metals and Energy Limited	NIL
No. of Shares held including shareholding as a beneficial owner	NIL

None of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Dr. Satish R. Wate as an Independent 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, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Subbarao Venkata Munnang (DIN: 06495576), aged 61 years, as an Additional Independent Director with effect from 16th March, 2023 under Section 149, 150 and 152 of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. Subbarao Venkata Munnang shall hold office upto the date of next Annual General Meeting or three months from the date of his appointment whichever is earlier and is eligible to be appointed as an Independent Director of the Company for a term of five consecutive years up to 15th March, 2028, whose term shall not be subject to retirement by rotation. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his candidature as a director of the Company. The Company has also received a declaration of Independence from Mr. Subbarao Venkata Munnang.

In the opinion of the Board, Mr. Subbarao Venkata Munnang fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for being eligible for his appointment. He is also not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an independent director.

Mr. Subbarao Venkata Munnang, a resident of Bangalore, aged 61 years old, was the Chairman-cum-Managing Director of KIOCL Limited, (Schedule A listed PSU Company under Ministry of Steel, Government of India) Bangalore and retired on 30th June, 2021. He has also been associated with NMDC Limited, JSPL Limited, as an advisor for global procurement of bulk minerals, mining, palletisation, arbitration, recruitment etc.

He has attended as a speaker in various National and International Seminars and published Technical Papers on Iron & Steel in several Indian Journals. He has received Best CEO award from world HRD Congress, Udyog Rattan Award from Institute of Economic Studies, distinguished Alumni Award from NIT, Warangal. Best CMD Corporate Management Innovative Excellence Award from GEOMINETECH, outstanding contribution to the Indian Public Sector Industry from Indian Chamber of Commerce.

He also played a key role in increasing % of sponge iron (HBI, DRI) in charge mix in EAF, IF, COREX at the initial stages of establishment of DRI Industry in India.

He turned KIOCL Limited a turnaround of loss-making company into profit making and a continuous dividend paying company. He also entered into mineral exploration portal and handled 14 iron ore, lime stone blocks. He also Developed domestic market for foundry grade pig iron, iron ore pellets and also expanded export market for pellets to Middle East, North America, Europe etc. During his tenure at KIOCL Limited Mr. Subbarao Venkata Munnang got approved and established green field solar power plants, coke oven, modernisation of Pellet Plant, implementation of ERP/SAP, O&M contract with NMDC Limited pellet plant, chrome ore beneficiation plant of OMC and the Company has received several times awards for outstanding performance from the Government of India.

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

Brief details in respect of the Director seeking appointment:

Names of Director	Mr. Subbarao Venkata Munnang
DIN	06495576
Educational Qualification	B. Tech (Metallurgy) from NIT Warangal, DIM (Management) from IGNOU, PG Diploma (Marketing) from Annamalai University and MBA (Marketing) from JRNRV University.
Category of Director	Independent Director
Expertise in Functional Area	Mr. Subbarao Venkata Munnang has more than 3 decades of experience in the steel industry with State, Central & MNC companies, he was the Chairman-cum-Managing Director of the Schedule ‘A’, Mini-Ratna, Category I Company, KIOCL Limited, under the auspices of Ministry of Steel, Government of India. He has led number of pioneering projects viz., Introduction of Gas based DRI/HBI in primary & secondary steel sectors. With his vast experience and expertise in the field of Metallurgy, Mr. Subbarao Venkata Munnang has presented and published several technical papers related to steel making, sponge iron, and modernization of steel industry. He also played a key role in increasing % of sponge iron (HBI, DRI) in charge mix in EAF, IF, COREX at the initial stages of establishment of DRI Industry in India.
Relationships between directors inter-se	N.A.
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

None of the other Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested in the said resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Subbarao Venkata Munnang as an Independent Director 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: 16th March, 2023
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.