

EMPOWERING GROWTH. GROWING SUSTAINABLY.



46th Annual Report 2022-23

Lloyds Metals and Energy Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Mukesh Gupta (DIN: 00028347)	Chairman (Promoter)
Mr. Babulal Agarwal (DIN: 00029389)	Managing Director
Mr. Rajesh Gupta (DIN: 00028379)	Non-Executive Director (Promoter)
Mr. Balasubramanian Prabhakaran (DIN: 01428366)	Non-Executive Director (Promoter)
Mr. Madhur Gupta (DIN: 06735907)	Non-Executive Director (Promoter)
Mr. Devidas Kambale (DIN: 01569430)	Independent Director
Mr. Jagannath Dange (DIN: 00020656)	Independent Director
Mrs. Bhagyam Ramani (DIN: 00107097)	Independent Director
Mr. Ramesh Luharuka (DIN: 00001380)	Independent Director
Dr. Seema Saini (DIN: 09539941)	Independent Director
Dr. Satish Wate (DIN: 09539941) (w.e.f. 20th January, 2023)	Independent Director
Mr. Subbarao Munnang (DIN: 06495576) (w.e.f. 16th March, 2023)	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Riyaz Shaikh

COMPANY SECRETARY

Ms. Trushali Shah

STATUTORY AUDITOR

M/s Tadarwal & Tadarwal LLP, Chartered Accountants 12, Maker Bhavan No. 03, 1st Floor, 21, New Marine Lines, Mumbai - 400020

SECRETARIAL AUDITOR

M/s Maharishi Ganatra & Associates, Practicing Company Secretary

421, Goldcrest Business Park, L.B.S. Marg, Opp. Shreyas Cinema, Ghatkopar, Mumbai - 400086

COST AUDITOR

Singh M K & Associates
Jajodia Tower, 3, Bentinck Street Room No- E5, 05th Floor, Kolkata - 700001

INTERNAL AUDITOR

M/s Protiviti India Member Private Limited
15th Floor, Tower A, DLF Building No. 5, DLF Phase III, DLF Cyber City, Gurgaon - 122002

CORPORATE IDENTIFICATION NUMBER

L40300MH1977PLC019594

BANKERS

HDFC Bank Limited
State Bank of India
Union Bank of India
Citizencredit Co-Operative Bank Limited

REGISTERED OFFICE & WORKS

SPONGE IRON & POWER PLANT

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

MINING SITE

Wooria Hills, Forest Comptt 197 198 199 227 228,
Surjagarh Wooria Hill, Etapalli, Gadchiroli – 442704

KONSARI SITE

MIDC Konsari, Village, Konsari, Tahsil Chamorshi,
Dist. Gadchiroli – 442704

CORPORATE OFFICE

A-2, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg,
Lower Parel, Mumbai – 400013
Tel: 022 – 62918111
E-mail: investor@lloyds.in

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

Office No. S6-2, 06th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093

Phone: 022 - 6263 8222, Fax: 022 - 6263 8299

E-mail: investor@bigshareonline.com

46th Annual General Meeting

Date: 25th July, 2023 Time: 11.30 A.M.

To be convened through VC/OAVM

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Company Overview

ABOUT US



CREATING VALUE ACROSS SPECIAL STEELMAKING – ENVISAGING THE MOST SUSTAINABLE UTILISATION OF IRON ORE RESOURCES.

Lloyds Metals and Energy Limited (LMEL) is the leading player in the Iron and Steel making industry, with its operations spread around Nagpur, Maharashtra. LMEL is the sole iron ore miner in the State of Maharashtra, operating at 10 Million Tonne per annum, with 2,70,000 Tonne DRI and 30MW CPP; the Company is all set to be one of the most efficient steel makers going ahead. Leveraging on the latest technology and five decades of experience, we constantly seek new ways to revolutionise mining, iron and steel making.

WHAT DRIVES AND DEFINES US

Rich Legacy

We are a Group with nearly 50 years old legacy, inheriting a plenteous experience from top management. This experience has helped us be the most distinctive player in this cyclical and capex-heavy Steel industry.

An Integrated Process

Considering the cyclicity of the industry and domain we operate in, costs and raw material integration are the ultimate resolutions to the company's sustainability. We have secured an iron ore mine In Gadchiroli, Maharashtra, with more than 180 Million Tonnes of reserves and BHQ reserves of 550 Million Tonnes

(Current tentative estimates). These reserves are based on the preliminary studies being conducted currently. This has fortified the company's integration process, wherein all its current and future iron ore requirements are met captively.



Vision

To be one of India's most efficient steel-producing companies, focusing on value-added special steel. Simultaneously, we aspire to be one of the most capital-efficient companies in the underlying sector, where most of its capex requirements are met through internal accruals. This shall make the company stand tall during various cycles of volatility of steel prices.



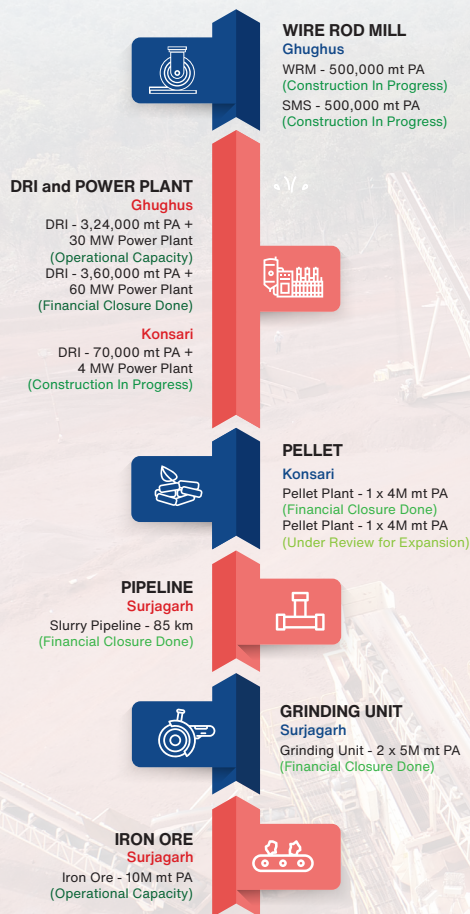
Mission

Sustainability comes as a priority to our organisation. We relentlessly benchmark our business vision and governance systems, manufacturing and sales processes, and even our customer and community engagement initiatives against global best-in-class standards. We strive to provide the highest quality service & products to our customers, to provide a safe, stable, and rewarding work environment for our employees, and contribute towards the social and economic development of communities.



REDEFINING THE FUTURE

TRANSITIONING FROM MINING TO STEEL MAKING



KEY STRENGTHS



KEY NUMBERS FOR F.Y. 2022-23



5.3 Million Tonnes iron ore dispatched to various steel plants all over the Country.



Capacity enhanced to **10 Million Tonnes** from **3 Million Tonnes** for iron ore mining



180 Million Tonnes + reserves, BHQ
550+ Million Tonnes reserves (Tentative)



Capacity utilisation of DRI improved to **75%** as against **45%** in F.Y. 22.

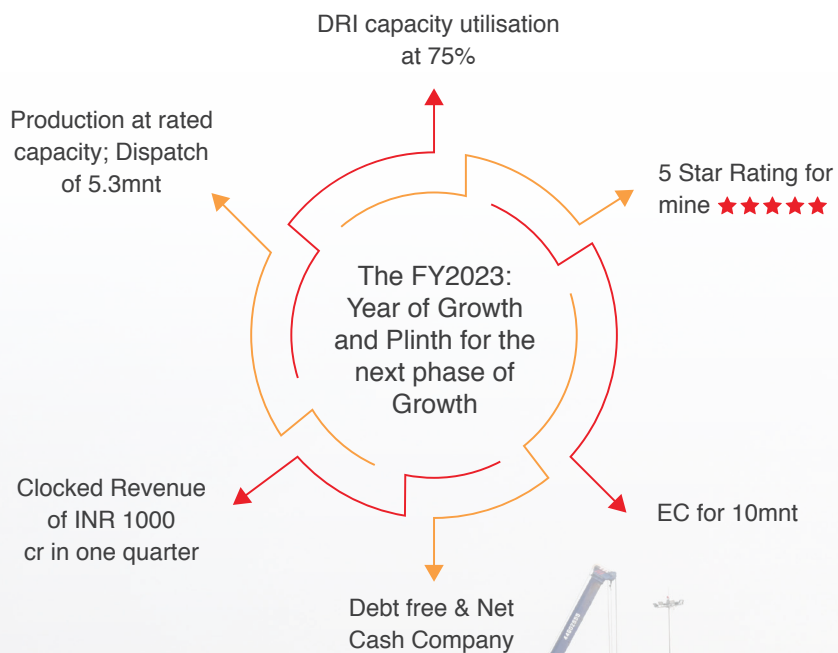


631
number of employees



Steel and pellet
capacities coming up.

KEY MILESTONES FOR F.Y. 2022-23



Located at the heart of India, our Surjagarh Iron Ore Mine is equidistant from most steel plants, for convenient shipments across the country



Map not to scale. For illustrative purposes only

Chairman Speech

LETTER FROM CHAIRMAN



AT LLOYDS METALS, WE STRIVE FOR EQUITABLE AND SUSTAINABLE GROWTH. AMIDST OUR OVERWHELMING JOY OF ATTAINING NEW MILESTONES THIS YEAR, WE HAVE A SENSE OF UPTHRUST TO MOVE TOWARDS NEW HORIZONS, PATHS, AND JOURNEYS. WE HAVE SEEN A LEAP IN OUR GROWTH IN A HARSH SOCIAL AND CHALLENGING ECONOMIC ENVIRONMENT. THIS HAS LEFT US ENTHUSED ABOUT THE FUTURE ROADMAP WE PLAN TO UNDERTAKE FROM HERE ON. OUR ENDEAVOR REMAINS TO SUBSTANTIATE OUR VISION AND PROACTIVELY RENDER OUR PROMISES AND GOALS. WE WILL ENDEVAOUR TO BE FAIR TO ALL OUR STAKEHOLDERS.”

Dear Stakeholders,

It gives me immense pleasure to look at our F.Y. 2022-23 performance. We have seen multiple challenges in both Domestic as well as International environments. We set up many new operational benchmarks and notched up new milestones. I am pleased to share that we posted unprecedented numbers across operational and financial metrics during the year in the likes of highest dispatches, higher capacity utilisation, highest ever turnover and EBITDA. We have built up a secure footing for the company, which provides a ginormous opportunity to have more years of higher highs in our operations and financial performance.

As this performance brings a spate of optimism, strength, and satisfaction, I thank all our dedicated and motivated colleagues who have made this accomplishable. I would take a moment to thank them all for standing us through the turmoil of the times.

WAY FORWARD

We see the present macroeconomic and competitive challenges as an opportunity to create strategic agility in our operating model. While sustainability continues to be integral to our strategic approach, we are concurrently building upon our iron ore reserves. Steelmaking is a coherent approach where iron ore resources are tapped to their full advantage. Going ahead with our strategy of being present in the complete value chain of steelmaking, the Company has laid out a systematic roadmap which shall transform the Company into a value added fully integrated steel producer.

Our Steel Making would involve world-class facilities generating throughput of high-class value-added steel products. Our endeavour is not confined to being a value-added steelmaker, it's a process which we are more focused on. As you all are aware of the cyclical nature of the steel industry, capital allocation is the foremost line of strategy. In the steel industry, where raw materials like iron ore, coal etc., have significant importance, Capital is a crucial raw material with the same grandness, if not more. We believe it shall be used judiciously, making the company stand tall in all volatility cycles. With that concept of

prudence, we aim to carve out our roadmap of steelmaking majorly through internal accruals only. This shall bear us the rewards in perpetuity. Under the guidance of our experienced and dynamic leadership, along with the passion and commitment of our employees, I am confident that we will be able to realise the full potential of Lloyds Metals and Energy Limited in the coming years.

COMMITMENT TO ENVIRONMENT AND SOCIETY

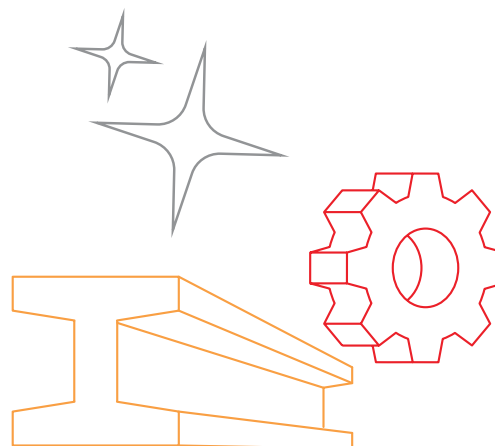
Our long-term strategic plans across our business units and functions are aligned with Environment, Social and Governance (ESG) principles and give us the optimism to create a bright future for all our stakeholders. Corporate Governance remains paramount, and our philosophy remains committed to strong corporate governance principles.

APPRECIATION

I would also like to take this opportunity to thank the Members of our Board, our channel partners, and all other Stakeholders for their encouragement and support throughout the course of the year.

Mr. Mukesh Rajnarayan Gupta

Chairman



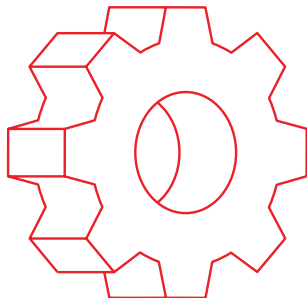
FROM THE DESK OF THE DIRECTOR



Mr. Balasubramanian Prabhakaran



WE AT LLOYDS METALS ARE FELICITOUS OF BEING THE SOLE IRON ORE MINER IN THE DISTRICT OF GADCHIROLI, IN THE STATE OF MAHARASHTRA. WE HAVE SURMOUNTED THE LANDSCAPES AND SOCIAL CHALLENGES IN THE REGION TO TRANSPIRE INTO AN ESTIMABLE PLAYER IN WESTERN INDIA”.



Dear Shareholders,

At Lloyds Metals, our journey so far has been of many iconic milestones. F.Y. 2022-23 is one of the landmark years for us. We have come a long way to be here at this moment. We have embarked on various grounds while embracing the performance for this year. We had set ourselves with audacious goals, which prepared us to scale higher and more sustainable growth balanced with sustainable value creation.

When we started mining in F.Y. 2022-21 at full scale, there were impeding issues ahead of us, be it Topographical, Social or Logistical. We mitigated and resolved them one after another by balancing them with utmost circumspection. And this year, F.Y. 2022-23, we had record dispatches of 5.3 Million Tonnes. Along with record dispatches, we also received clearance to enhance our mining capacity to 10 Million Tonnes from 3 Million Tonnes per annum. Proven to execute this run rate through various periods of operations due to our extensive investment in necessary infrastructure, this would be a shot in the arm for the Company to go ahead.

THE ROAD AHEAD FOR IRON ORE MINING

We are continuously scouting for ways and means to optimise the iron ore resources. The Surjagarh mine, when we received it in 1993, had an initial reserve tally of 90mn tonnes based on drilling of mere 17,000 metres. We scaled up the drilling exploration to reckon its true reserves potential. With the current drilling of 40,000 metres, our reserves are pegged at 180 Million Tonnes for Hematite ore and more than 550 Million Tonnes of Blended Hematite Quartz (BHQ). We are further delving into various alternatives for optimising the BHQ from these mines. We are essaying a beneficiation process to utilise these reserves. With the aid of the Central government and their impending thrust on maximising the utilisation of these reserves, we are confident of sustainable and justifiable use of our mammoth reserves during the mine life.

Together, these will empower us to effectively capitalise on the growth opportunities ahead for all the stakeholders.



Mr. Rajesh Gupta



OUR PATH TO VALUE CREATION WILL ENTAIL EARNING SUPERIOR MARGINS THROUGH MAXIMUM UTILISATION OF OUR ASSETS, ACCELERATED GROWTH IN ALL OUR CORE BUSINESSES, EXPANDING OUR CAPACITIES, AND INCREASING PRODUCTIVITY. WE DRIVE AHEAD INTO F.Y. 2023-24 WITH PRIDE AND HUMILITY AT OUR ENORMOUS ACHIEVEMENTS DURING THE YEAR, WHICH HAS GIVEN US THE CONFIDENCE TO FIND MORE REASONS TO CELEBRATE”.

Dear Shareholders,

We have a proud legacy of pioneering positive change, not just within the Industry but in the Communities where we operate as well, and our commitment remains steadfast. As we all understand, Lloyds Metals operates in an industry influenced by macros of both global and domestic and remains assailable to their headwinds and tailwinds.

F.Y. 2022-23 was a year when geo-political tensions and global supply chain issues kept hovering around the global steel industry. Indian Steel makers were further impacted by introducing a 15% export duty from May, 2022 till November, 2022, which created a supply imbalance compared to historical trends. Further, the export duty on iron ores and concentrates was raised to 50% from 30%, which created pressure on domestic iron ore prices

We took this as an opportunity to tone up our operations further. We put our best foot forward to strengthen our efforts on operational efficiencies, volume delivery and cost rationalisation for expanding our production volumes and driving financial excellence. As a result, our sponge capacity utilisation improved to 73% in F.Y. 2022-23 against 45% a year before and is currently operating at 90% plus utilisation levels.

A FUTURE TO LOOK FORWARD TO:

These efforts have given us immense confidence to strive and aim for higher volumes and better efficiencies. Our 70,000 MT DRI expansion at Konsari is moving briskly and is expected to be completed in H2 F.Y. 2023-24. This project is expected to be completed in a record time of 12-15 months from the day we broke ground. Execution has always been Lloyds Metals' core competency, and we proudly wear that on our sleeves.

Building upon our vision, the Company has undertaken an embracing CAPEX Programme which shall be a complete game changer. Our CAPEX Programme is categorised into three phases.

Phase 1 involves a) 3,96,000 tonnes of DRI, b) 4 mn tonnes of pellet c) 100 MW Captive power plant, d) 5,00,000 tonnes of Steel melting shop and Wire rod Mill each.

Phase 2 involves expanding Pellet capacity by additional 4 mn tonnes and building 85 kms of the slurry pipeline, being the first of its type and length in the western region of India.

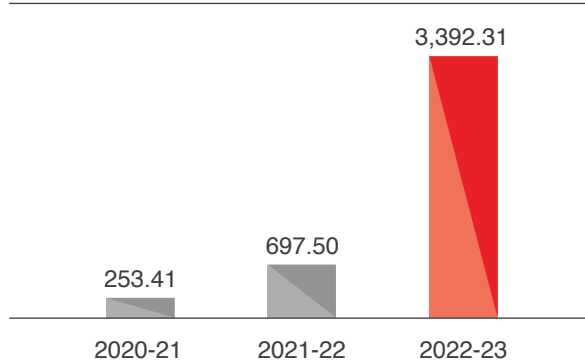
Phase 3 involves setting up integrated steel-making facilities include beneficiation also to maximise BHQ value. The Company is currently pursuing its feasibility and viability studies, and no financial closure is made for this Phase.

Fiscal discipline and its Management, backed by investment in sustainability and CSR, will be the key priorities of our onward journey.

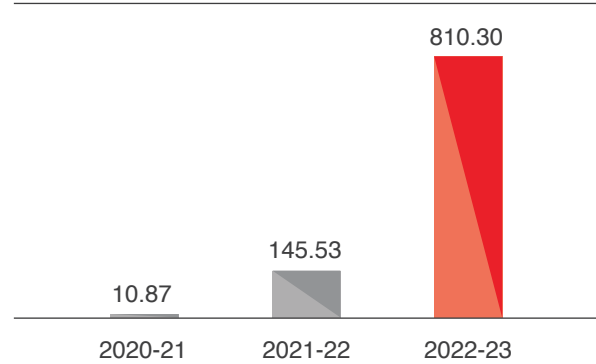
Performance Highlights

OUR STRONG REPORT CARD

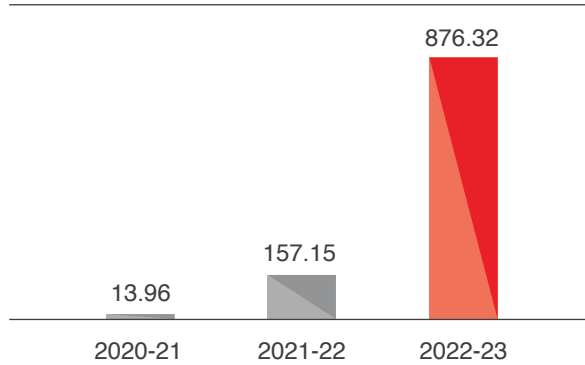
REVENUE (₹ crore)



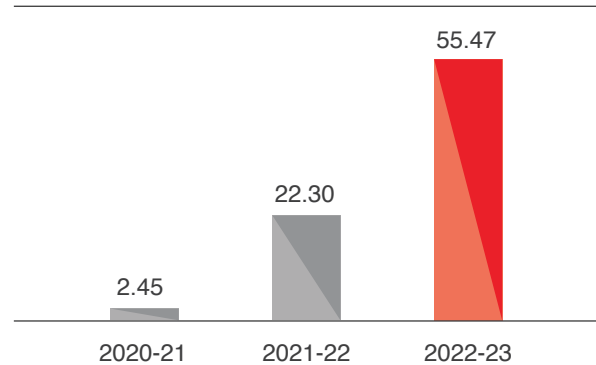
EBITDA (₹ crore)



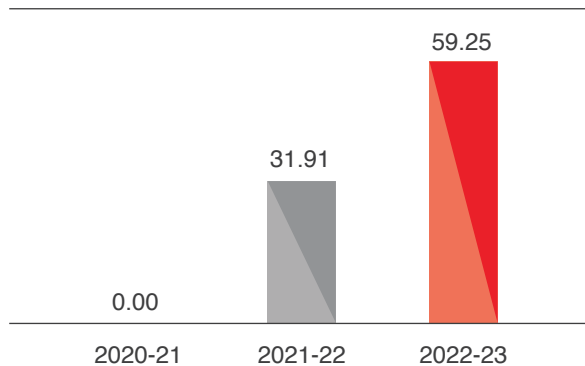
CASH PAT (₹ crore)



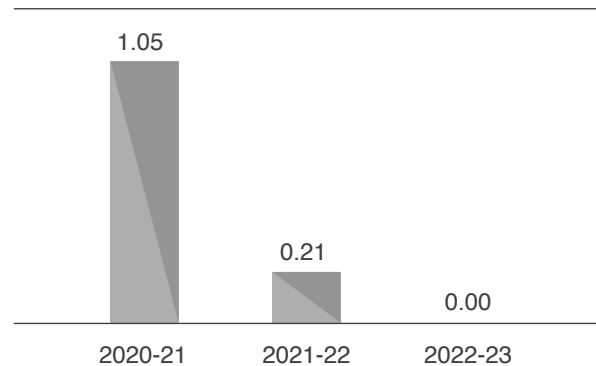
ROCE (%)



ROE (%)



DEBT EQUITY



BOARD OF DIRECTORS



MR. MUKESH GUPTA

Chairman and Promoter Director

DIN: 00028347

B.Com

Mr. Mukesh Gupta Has a vast and varied experience of over 44 years in the field of Project Implementation, Finance, Marketing and other areas in Steel, Power and Real Estate Industry. Mr. Gupta is the Founder Board Member of Lloyds Group.



MR. BABULAL AGARWAL

Managing Director

DIN: 00029389

B.Com & Law Graduate

1. Mr. Babulal Agarwal has rich experience of over 54 years in Steel Trading and Industry. He is associated with day to day affairs of the Company and has expertise in legal, administration and management field.
2. Mr. Agarwal is the founder Board Member of Lloyds Group



MR. RAJESH GUPTA

Non-Executive Promoter Director

DIN: 00028379

B.Com, Executive Certificate Programme for Understanding Public Policy

Mr. Rajesh Gupta is a successful industrialist having vast knowledge and rich experience of over 35 years in Production, Management, Consultancy and other areas in Steel, Power and Trading Industry. Under his Leadership, the Company along with other Group Companies has implemented several projects in steel sector including power plant. Mr. Gupta is the founder Board Member of Lloyds Group.



MR. BALASUBRAMANIAN PRABHAKARAN

Non-Executive Promoter Director

DIN: 01428366

Graduation in Computer Science

Mr. Prabhakaran is the Managing Director of Thriveni Earthmovers Private Limited (Co-Promoter & MDO of the Company). He started Thriveni Earthmovers Private Limited in 1994. Mr. Prabhakaran is a visionary leader with passion for technology, engineering and flawless execution. Mr. Prabhakaran has a unique way of integrating community with business which is one of the core reasons for the success in complex mining projects.


MR. MADHUR GUPTA

Non-Executive Promoter Director

DIN: 06735907

M. Sc (Engineering and Business studies) from University of Warwick, UK.

Mr. Madhur Gupta has an experience of over 8 years in Real Estate and Infrastructure. Mr. Gupta has a sharp acumen and expertise in areas of Project Execution, Planning, Finance and Business Development with a firm passion for technology and operation excellency, he ensures the productivity and efficiency of the Company to reach new heights.


MRS. BHAGYAM RAMANI

Independent Woman Director

DIN: 00107097

Post Graduate in Economics (Hons) from Bombay University with specialization in Industrial & Monetary Economics

Mrs. Bhagyam Ramani is a Post Graduate in Economics (Hons) from Bombay University with specialization in Industrial & Monetary Economics and was Ex – Director & GM of General Insurance Corporation of India (GIC- Re). She had commenced her career in General Insurance Corporation of India, a Government

of India Undertaking, as a Direct Recruit Officer and worked in various capacities with the Company before assuming the office of the General Manager - in charge of Finance and Accounts department of the Corporation. She also has expertise in Treasury & Corporate Credit. She was elevated to the position of Director on the Board of GIC – Re in 2009 which she held until her retirement.

During her tenure, she was Nominee of GIC – Re on various Boards and Committees of the companies like Larsen & Toubro Ltd., National Stock Exchange of India., IDBI trusteeship Ltd., Milestone Capital Advisors Ltd., Agricultural Insurance Company Ltd. Currently, she is serving as an independent director on boards of various companies like Capri Global Capital Ltd., Choice International Ltd., IDBI Federal Life Insurance Company Ltd., Saurashtra Cement Ltd., Gujarat Sidhee Cement Ltd and Capital Global Securities Private Ltd.


MR. JAGANNATH DANGE

Independent Director

DIN: 01569430

Post Graduation in Business Administration Development administration from Nagpur University, Pune University and Bath University from U.K.

Mr. Dange is a Commerce and Law Graduate, has done his Post-Graduation in Business Administration Development from Nagpur University, Pune University and Bath University from U.K. He commenced his career as an IAS officer in 1973 in Maharashtra Cadre. Mr. Dange has served for more than 38 years in different positions including districts, Government of Maharashtra and Government of India and gained hands-on experience for the Management of Government Organizations, Public Sector undertakings and NGO's and has also handled various Judicial and Quasi-Judicial matters in various positions held by him.

**MR. DEVIDAS KAMBLE***Independent Director**DIN: 00020656**M.Com, CAIIB, MFM (J. Bajaj Institute of Management)*

Mr. Kambale has more than 30 years of experience in banking sector and has worked with IDBI at Senior Levels. During his long tenure with IDBI, he has worked in all the Operational Departments like Project Appraisal, Corporate Finance Departments and Rehabilitation Department and also headed Corporate Debt Restructuring Cell (CDR). He was involved in appraisal of various major Green Projects. Mr. Kambale has rich exposure in the areas like Project Monitoring & follow up, Recovery, CDR, Priority Sector Dept, and he also represented as a nominee of IDBI on the Board of the various major companies.

**MR. RAMESH LUHARUKA***Independent Director**DIN: 00001380**CA, CS, LLB, M.Com in Cost Accounting*

Mr. Luharuka started his career in 1979. Currently he is a Practicing Chartered Accountant under the name of M/s R. V. Luharuka & Co LLP. He has an experience of over 40 years in Corporate Finance, Capital market, Investment Banking and other related activities

**DR. SEEMA SAINI***Independent Director**DIN: 09539941*

PhD in Management from Mumbai University, Master's degree in Economics from Mumbai University, Masters in Human Resource Development from Xavier University, Cincinnati (USA) and Project Management Certification from Project Management Institute, Pennsylvania (USA).

Mrs. Saini is the CEO of N. L. Dalmia Educational Society which runs three Schools of Excellence. She brings with her an extensive experience of 30 years in the field of Education. Dr. Saini is an Honorary Member of National

Advisory Council of the SME Chamber of India. While in the USA, Prof. Dr. Saini was on the Board of Cincinnati Chapter of American Society of Training and Development (A.S.T.D.) and she also holds the position of Vice President of Association of ICSE Schools of Maharashtra Region. She is also on the Panel of Inspectors by the Council for the Indian Certificate School Exams. Furthermore, Dr. Saini, carries forward the vision of the trustees of N. L. Dalmia Educational Society by promoting CSR activities under which the society has adopted Kondgaon Village to improve the health, hygiene, education, environment and the livelihood for sustainable development of the people.

**DR. SATISH WATE***Independent Director**DIN: 07792398**Masters and Doctorate in Biochemistry from Nagpur University*

Dr. Wate joined as a scientist at CSIR-NEERI, Nagpur and rose to the position of Director in August 2010. He was also assigned an additional charge of Director Central Leather Research Institute, Chennai in March 2015. 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

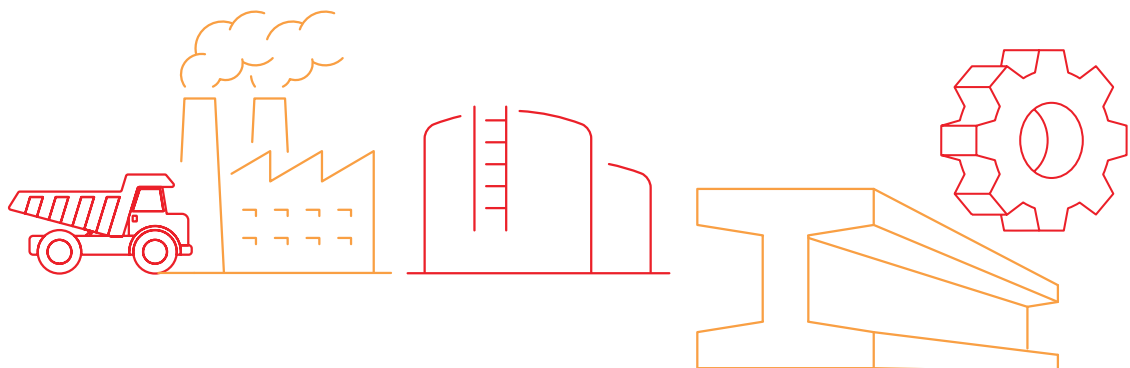
Biotechnology, Wastewater Treatment and Environmental Materials for Field Applications. He has successfully handled large number of projects with national and international agencies / organizations like the World Bank, UNDP, UNEP, WHO, UNICEF, and Asian Countries viz. UAE, Kuwait, Qatar and Philippines. 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.

**MR. SUBBARAO MUNNANG***Independent Director**DIN: 06495576**B.Tech (Metallurgy) from NIT Warangal, DIM (Management) from IGNOU, PG Diploma (Marketing) from Annamalai University and MBA (Marketing) from JRNRV University.*

Mr. Subbarao was the Chairman-cum-Managing Director of KIOCL Limited, (Schedule A listed PSU Company under Ministry of Steel, Government of India) Bangalore. 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.



AWARDS

Lloyds Metals and Energy Limited Iron Ore Mine at Surjagarh Received a 5 Star Rating from Indian Bureau of Mines ("IBM").

This prestigious rating is a recognition of the Company's commitment to safety, environmental protection, and productivity.

IBM is a Government organization in India that is responsible for regulating mining activities in the country. The 5 Star Rating is only awarded to mines that have demonstrated exceptional performance in all aspects of mining operations, including safety measures, environmental protection, and efficient utilization of resources.

The Company's Surjagarh Iron Ore Mine is the third Iron ore mine in the Country to receive this coveted rating, which is a testament to the Company's focus on sustainable and responsible mining practices. The mine was commercially started less than two years ago, and its rapid recognition by IBM is a significant milestone for the Company.

"We are delighted to receive this 5 Star Rating from the Indian Bureau of Mines," said Mr. Balasubramanian Prabhakaran, Director of Lloyds Metals and Energy Limited. "This recognition is a testament to our commitment to safety, sustainability, and responsible mining practices. We have always

prioritized the safety and well-being of our employees and the protection of the environment in which we operate. This achievement is a result of our team's hard work and dedication."

The Company is committed to sustainable and responsible mining practices and strives to continuously improve its mining operations. The 5 Star Rating from IBM is a significant milestone for the company and reaffirms its position as a leader in the mining industry.

The Company is a leading player in the iron and steel industry in India. The Company has a strong presence in the mining, manufacturing, and power sectors. It is committed to sustainable and responsible mining practices and strives to contribute to the socio-economic development of the regions in which it operates.



CORPORATE SOCIAL RESPONSIBILITY

HEALTH CARE CAMPS

The Company organized a successful blood donation drive in Ghughus, Chandrapur. In collaboration with the government agency "Save a Life, Give Blood", we celebrated World Blood Donor Day with our staff and workmen. A total of 60 participants donated blood and 130 beneficiaries were reached. A medical team including doctors and nurses was present to ensure the safety and well-being of all participants.

We are dedicated to making a positive impact on our community. In line with

this commitment, we supported the Prayas Foundation in organizing a medical camp. The camp provided check-ups and medical assistance to 4000-5000 beneficiaries. A team of 40-50 medical professionals were involved in this. We distributed medicines, sunglasses, ECGs, blood tests, BP checks, and HB checks. This initiative was part of our commitment to promoting the health and well-being of the local community.

The Company built Covid Wards as well as an Oxygen Plant at



Etapalli to ensure safety of the people affected by Covid 19. We purchased medical instruments, various hospital items, medicines for public use. We understand and value health above all and are committed to provide healthcare to marginalized families.

SUPPLY OF DRINKING WATER

As part of our commitment to empower the Community, the Company provided two tankers of drinking water of 8,000 liters each at Ghughus, Chandrapur District. This helped alleviate the water scarcity problem faced by citizens in 8 wards of Ghughus during the summer season. A total of 45,000 beneficiaries were reached through this initiative.

11 bore wells with an overhead tank have been facilitated in Hedri, Aldandi, Parsalgondi, Manger & Bande Villages to provide clean drinking water to the villages. We are proud to have

made a positive impact on the lives of those in need.



Water cooler donation to Janata School, Ghughus



PLANTATION AT NEARBY VILLAGES



COMPUTERS DONATION TO PRIYADARSHINI GIRLS SCHOOL

The Company is committed to educating and empowering the youth. As part of our CSR initiatives, we donated 5 computer sets to Priyadarshani Girls School in Ghughus. The school operates on a state government grant, so it could benefit from some technical support from us. These computers were used to teach ICT subjects to students from 7th to 12th standards. A total of 700 students benefited from this initiative and were made aware of the booming world of digitization. We are glad we could play some role in the education and development of these young minds.



EDUCATION AND SKILL DEVELOPMENT

The Company distributed school kits among school-going children to ensure they have the necessary supplies to succeed in their studies. Education is extremely important and is a stepping stone towards eradicating poverty. The company understands this and is more than willing to align their efforts towards this goal. Additionally, we have facilitated ITI training for local students and employees to provide them with valuable skills and knowledge. We have also established a Skill Development cum Industrial Security Academy and a Sports Academy. These academies provide opportunities for individuals to develop their skills and talents in various fields and make them employable. Through these initiatives, we hope to make a positive impact on our community and contribute to its growth and development.



SPORTS ACTIVITIES

The Company organized various sports activities such as Cricket Tournament, Volleyball Tournament, Kabaddi Tournament in multiple villages to promote physical health and also to build a sense of community amongst the villagers. A summer camp was organized at TISA, Krushnar for school children. The aim of the camp was to provide recreational activities to the kids to enhance their creative thinking ability and also foster an environment of growth and development.



DONATION TO MATOSHREE VRUDDHASHRAM

In today's society, we tend to largely ignore a big part of the population - the Senior Citizens. Old Age Home provides a valuable service to elderly in need of support. A small contribution from us can help go a long way for these elderly helping them live a healthy and dignified life. As part of the Company's CSR initiatives, we

made a donation to Matoshri old age home in Balharshah, Chandrapur. The funds were used for infrastructure development such as shed repair, canteen construction, and washroom construction. The president of the old age home is Mrs. Shobha Fadnavish. It improved the standard of living of a total of 56 elderly people.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE

PLANTATION DRIVES

It's no secret that the green plants in India have lowered down over the course of these many years. And that's why it has become really important to plant trees now more than ever. Considering the manifold benefits of trees, including that they release oxygen into the air, absorb unpleasant odours as well as harmful gases such as carbon dioxide, carbon monoxide and sulfur dioxide from the air and purify it, protect us from dangerous ultra-violet rays, provide us with food and the pivotal role played by trees in preventing soil erosion, maintaining ecological balance and most especially in lessening the effects of global warming

The Company undertook various plantation drive at its units. Tree plantation is not just something that should be done; instead, it is a necessity, the urgent need of the hour. Planting of trees is especially important

to protect our environment against air pollution and global warming. To this end, the Company have been actively involved in organizing tree plantation campaigns.



FLEET ELECTRIFICATION

The Company at its mining location has started using EV's (Electric Vehicles) instead of petrol / diesel vehicles for its transportation / logistics requirement. Transport is a fundamental requirement of modern life, but the traditional combustion engine is quickly becoming outdated. Petrol or diesel vehicles are highly polluting and are being quickly replaced by fully electric vehicles.

Fully electric vehicles (EV) have zero tailpipe emissions and are much better for the environment. The running cost of an electric vehicle is much lower than an equivalent petrol or diesel vehicle. Electric vehicles use electricity to charge their batteries instead of using fossil fuels like petrol or diesel. Electric vehicles are more efficient, and that combined with the electricity cost means that charging an electric vehicle is cheaper than filling petrol or

diesel for your travel requirements. Using renewable energy sources can make the use of electric vehicles more eco-friendly. The electricity cost can be reduced further if charging is done with the help of renewable energy sources installed at home, such as solar panels.

EV's were implemented by the MDO on Company's direction.

WATER SPRAYING AND DUST SUPPRESSION

To prevent or suppress airborne dust particles, applying water and / or chemicals is usually the most efficient and cost-effective solution. Mining operations around the world strive to improve production output, minimize waste and reduce downtime. Maintaining spray nozzle performance is critical for both dust prevention and dust suppression. The Company at its mining location has installed top of the class water sprayer for suppression of dust.



Management Discussion and Analysis Report

GLOBAL OVERVIEW OF THE STEEL INDUSTRY

- Steel is used in every important industry, energy, construction, automotive and transportation, infrastructure, packaging, and machinery. By 2050, steel use is projected to increase by around 20% compared to present levels to meet the needs of our growing population.
- Skyscrapers are made possible by steel. The housing and construction sector is the largest consumer of steel today, using more than 50% of the steel produced.
- The global steel market reached a value of US\$874.6b in year-22. The market is predicted to reach a value of US\$1,052.25b (Source-IMARC) by 2027, exhibiting a growth rate (CAGR) of 3.02% from 2022 to 2027. The world crude steel production reached 1951 million tons (mt) in FY22, showing a growth of 3.6% over CY 2020.

China has been a leader in this industry for quite a long time now, but India has the potential to emerge as a leading global leader with the right strategy and action plan.

Global trend, growth projection and forecast.



Table 5: Steel demand outlook by country (2020-2023f)

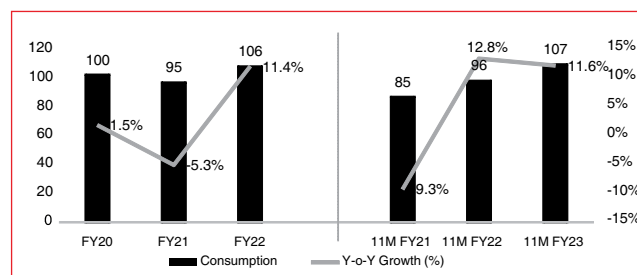
Country	2020	2021	2022	2023f
China	995	952.0	952.0	961.6
EU	140.8	163.6	161.5	167.9
India	89.3	106.1	114.1	120.9
US	80	97.1	99.8	102.1
Japan	52.6	57.5	58.2	58.8
S. Korea	49	55.6	56.2	56.8
Russia	42.4	43.9	35.1	35.1

Source: EY-steering-india-into-a-us-5-trillion-dollar-economy-with-steel

INDIAN OVERVIEW OF THE STEEL INDUSTRY

India is currently the world's second-largest producer of crude steel, producing 118.20 million tons (mt) of crude steel with a growth rate of 17.9% over the corresponding period last year (CPLY). India's finished steel consumption is anticipated to increase to 230 MT in 2030-31 from 133.596 MT in FY22.

During 11M FY23, the crude steel production and finished steel production increased by 4% and 6.2%, respectively, on a y-o-y basis. Domestic consumption of finished steel increased by 11.6% y-o-y to 107 million tonnes during this period.



Source: Ministry of Steel

According to CareEdge Research, India's steel production is estimated to be within the range of 123-127 million tonnes, representing a growth rate of 4-7% in FY24. The domestic consumption growth rate is also expected to be 8-10% in FY24, driven by increased infrastructure spending, a surge in real estate and construction activities, and strong auto sales. Over the longer-term India is expected to achieve 180 mn tonnes of steel-making capacity by 2026. At good efficiency rate of 90% can achieve 160 mn tonnes of production, 33 mn tonnes higher than 2022-23.

As India has entered its pre-election year in 2023, the government is likely to increase investments both at the state and central level. This includes a 33% increase in budgetary capital expenditure to ₹ 10 lakh crores for infrastructure, a capital outlay of ₹ 2.4 lakh crore for Indian Railways, and the announcement of 100 transport infrastructure projects. These initiatives bode well for domestic demand.

Additionally, the uptick in construction and real estate activities is driving the demand for steel products. The automobile sector, which witnessed a 21% year-on-year growth during 11M FY23, further indicates the growing demand for steel.

DOMESTIC PRICES:

In April 2022, the average domestic finished steel prices reached their peak at Rs 96,079 per tonne. However, after a sharp increase, they began to decline and fell to Rs 69,084 per tonne in December 2022, representing a 17% year-

on-year drop. This decline was caused by the imposition of an export duty on a range of finished steel products, leading to lower exports and an increase in domestic inventories. Additionally, the prices of iron ore softened by about 21% to ₹ 4,100 per tonne until December 2022, compared to ₹ 5,965 per tonne in May 2022. This was due to an increase in domestic supply following a hike in the duty on iron ore exports to 50% since May 2022. After the reduction in export duty on iron ore in November 2022, domestic prices began to rise. In January 2023 prices for iron ore lumps and fines started regaining the lost ground, which further boosted the prices. As of February 2023, iron ore prices have increased by 2% month-on-month to ₹ 4,400, resulting in higher domestic steel prices.

IRON ORE:

Iron ore is regarded as the second most important commodity behind oil. It is an essential input to produce crude steel. Iron ore makes up 5% of the earth's crust and is the second most abundant metal after aluminum. 98% of the iron ore mined is used for steel making. Pig iron is produced from the smelting of iron ore and is further processed to remove impurities and reduce carbon content to produce steel.

Iron ore is also used in ferro-alloy, cement, foundry, and glass factories and has three types:

- **High-grade ore** - has >60% Fe content, like the Brazilian and Australian hematite. Historically, it has provided a direct feed to smelters either as a raw lump or fines, or in a processed form as sinter or pellets.
- **Medium grade** - ores having 55% to 60% Fe content.
- **Low-grade ore** - iron-rich rocks having lower than 55% Fe content.

Iron ore is the source of primary iron for the world's iron and steel industries. It is therefore essential to produce steel, which in turn is essential to maintain a strong industrial base. Almost all (98%) iron ore is used in steelmaking. Iron ore is mined in about 50 countries. The seven largest of these producing countries account for about three-quarters of total world production. Australia and Brazil together dominate the world's iron ore exports, each having about one-third of total exports.

As an essential input to produce crude steel, iron ore feeds the world's largest trillion-dollar-a-year metal market and is the backbone of global infrastructure. To meet the growing demand for steel products, world iron ore production has increased dramatically over the last decade. As a result, traditional high-grade iron ore reserves are being significantly depleted and many new

iron ore deposits of lower-grade and more complicated mineralogy are being mined.

GLOBAL IRON ORE MARKET TO REACH 2.7 BILLION METRIC TONS BY 2026.

- Amid the COVID-19 crisis, the global market for iron ore estimated at 2.4 billion metric tons in the year 2022. It is projected to reach a revised size of 2.7 billion metric tons by 2026, growing at a CAGR of 3% over the analysis period.

Fines, one of the segments analyzed, is projected to grow at a 4% CAGR to reach 1.3 billion metric tons by the end of the analysis period. After a thorough analysis of the business implications of the pandemic and its induced economic crisis, growth in the HBI/DRI segment is readjusted to a revised 3.4% CAGR for the next seven-year period. This segment currently accounts for a 27.3% share of the global iron ore market.

INDIAN OVERVIEW OF IRON ORE INDUSTRY

- India has large reserves of iron ore, bauxite, chromium, manganese ore, baryte, rare earth and mineral salts. India is home to fifth-highest reserves of iron ore in the world.
- Easy availability of low-cost labor force and presence of abundant iron ore reserves make India competitive in the global set up.
- The iron and steel industry in India is among the most important industries in the country. India ranks fourth globally in terms of iron ore production.
- Majority (over 85%) of iron ore reserves are of medium-to high-grade and are directly used in blast furnace and direct reduced iron (DRI) plants in the form of sized lumps or sinters or pellets.

It is imperative to note that iron ore growth projections are directly linked with steel demands, as 98% of iron ore is used in making steel.

Rise in infrastructure development is a driver of demand and supply.

Demand for iron and steel will continue, given the strong growth expectations for the residential and commercial building industry. As Envisaged, even 160 mn tonnes of steel production by 2026 could also lead to enormous demand for iron ore in India. Considering the challenges in greenfield expansion of iron ore mining, the supply of iron ore could be challenging to meet the enormous demand.

- With the envisaged increase in the production of iron ore for targeted steel production, there is a need to go for

large-scale mining operations. Larger and deeper mines will have to be operated at higher rate of production. This will call for greater bench heights, larger blast-hole diameters and larger machinery. Desired grade control of ROM feed to the processing/ beneficiation plant for treating the ore in its totality will be required. This will also bring into play greater considerations required for minimal environmental impact and degradation due to large-scale operations. India is almost self-sufficient in terms of resources. But with the envisaged crude steel production capacity and requirement of iron ore, including exports, there is a need to exploit the resources judiciously for sustainable growth. If the dependence on high grade ore is continued, the resources would get depleted in another 15 to 20 years. Depleting high grade reserves coupled with increasing demand poses enormous challenges for geological, mining and beneficiation activities.

- It is in this regard that the mining threshold has been revised to 45% Fe and 35% Fe for hematite ore and siliceous hematite ore, respectively. It is now obligatory for the mine operators to exploit and utilize low-grade ores which until now was not happening. In fact, there is a need for starting exploitation of Banded Hematite Quartzite/ Banded Hematite Jasper and magnetite ore.

BENEFICIATION THE WAY FORWARD

The rapid upward trend in steel output has put pressure on the availability of quality ore for steel production. In order to consume lower grade ore for steel making, beneficiation of ore is required. Iron ore extraction in India yields lumps to fines in the ratio of 2:3 — 60% of the ore generation is in the form of iron ore fines. For efficient utilization of ore produced, it is imperative to consume the iron ore fines.

Beneficiation efficiently removes silica, alumina, clay, and other contaminants from feed material to increase the Fe value in the final ore.

Silica requires very high temperatures in the kiln, therefore, increasing energy costs when it is present in the feed to the kilns. Both alumina and silica build up in the kilns as a coating, reducing the efficiency of the kilns over time. This requires that the kilns be shut down in order to facilitate the removal of this material build up.

Iron ore beneficiation plants target these contaminants and ensure their effective removal from the feed to the kilns. This has the effect of increasing the Fe value of the iron ore, allowing for a more efficient steel production process.

The Government of India in the Ministry of Mines had constituted an Inter-Departmental Committee to inter-alia recommend the Consultation on the issue of Utilization of

Low and Lean Grade Iron Ore Resources in the Country. In this regard Ministry of Mines had published the note for industry consultation vide circular No 1/6/2023- Mines VI dated 12th August 2022. Via this notification, under para no-2 (i) it is recommended that low-grade mineral beneficiation is mandatory.

Our company's Surjagarh mines stands to benefit from this recommendation of the ministry panel as it proposes to set up a beneficiation plant to upgrade the low grade BHQ materials to produce the +62% Fe grade saleable materials which will rope in huge revenue for the state exchequer in terms of Royalty, DMF, NMET & taxes

IMPACT OF AUCTIONING OF IRON ORE MINES

The effective tax rate (ETR) on mining in India ranges from 45% to 50%, while the global average ranges from 34% to 38%. At present, in addition to MMDR Act requirement of royalty, payment towards DMF and National Mineral Exploration Trust (NMET), a mine-operator is also required to pay other fees and levies for use of forest-land under the Forest Conservation Act, 1980 and the Indian Forest Act 1927, including forest tax levied on forest produce procured from forest areas and compensatory afforestation charges.

The amendments in the MMDR Act in March 2021 were aimed to bring out transformative reforms in Indian mining sector. Odisha having huge iron ore resources, completed its first phase of iron ore auctions in 2020.

The 2020 auction gave rise to high winning bids. It witnessed bids in terms of revenue sharing premiums ranging from a low of 90.9% to the highest of 155%. An analysis shows that the total statutory liability, after factoring additional royalty, as a percentage of the sale price, is very wide across various categories of mines mentioned above, ranging from as low as around 20% to as high as 175%.

COMPANY SCENARIO

The Company is one of the largest coal based DRI manufacturer of Maharashtra with a production capacity of 2,70,000 TPA, along with a captive power plant with 30MW capacity, with additional 70,000 tonnes coming up in FY24.

The Company was awarded a lease for iron ore mines in 2007 at Surjagarh Village, Gadchiroli district (having Maharashtra's richest iron ore reserve), initially for a period of 20 years the same during the year has been extended to a total period of 50 years under MMDR Act, 2018. Due to instability in the region, the Company's mines faced various challenges in operations. In May, 2021, the Company entered into a strategic partnership with the largest Mine Developer & Operator of the Country ("MDO"), Thriveni Earthmovers Private Limited (now a Co-promoter). Thriveni Earthmovers Private Limited, with all its expertise from September, 2021 recommends mining operations at the mines site in full capacity.

With this mine, the company strengthened its backward integration process for its sponge iron production. The company has also been selling iron ore on merchant basis. The company envisages in maximising the utilization of iron ore reserves .

The company plans to build on its iron ore reserves its growth trajectory towards an integrated value-added steel producer.

Few differentiating factors that make our growth trajectory more promising

1. Mine via Allocation route- Makes us cost-competitive against the mine which is auctioned at significantly higher prices.

The company's iron ore mine has been awarded via the Allocation route which spares the company from paying additional premiums/royalties. The new mines auctioned are entitled to additional royalties ranging up to 170%. This gives an inherent competitive advantage to the company garnering better returns. This remains the moat for the company over a longer-term basis.

2. Rich and higher Iron ore Reserves:

The company's iron ore reserves are high-quality iron ore with very low Silica and Alumina content, making it an ideal choice for its captive consumption as well as other sponge and steel makers.

Preliminary reports suggest reserves of 180+ mn tonnes. Further studies are also being undertaken to evaluate BHQ (Banded Hematite Quartz) quantities. Reserves of BHQ, which can be beneficiated, have an initial estimate of 550 MMT. These are preliminary studies & the final UNFCC-approved JORC report shall be issued under the aegis of Tata Steel Industrial Consulting Ltd soon after their detailed study, which is expected by H1FY24.

The company is optimistic about holistic utilisation of its iron ore reserves and utilising its each reserves over the stipulated period of its mining life.

Thus the company has charted its growth plan in forward integrating into steel making justifying the optimum utilisation of its iron ore reserves

3. **DEBT FREE - A net cash Company**

The company remains completely committed in keeping its balance sheet healthy which shall keep the growth engine moving without getting de-railed given the cyclical nature of the steel industry. Company cost competitiveness and efficient production techniques would keep garnering sufficient cash flows which shall keep the growth momentum steady going ahead.

Notice

NOTICE is hereby given that the Forty-Sixth (46th) Annual General Meeting ("AGM") of the Members of the Lloyds Metals and Energy Limited will be held on Tuesday, 25th July, 2023 at 11:30 a.m. via Video Conferencing ("VC") / or Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the report of Auditors thereon.
2. To appoint a Director in place of Mr. Madhur Gupta (DIN: 06735907), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. **Ratification of Remuneration of Cost Auditors of the Company:**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) (excluding GST) plus applicable taxes payable to M/s. M. K. Singh & Associates, Cost Accountants (Firm Registration Number: 101770), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2024.

RESOLVED FURTHER THAT, the Board of Directors and/or any person authorised by the Board, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

4. **Approval for Material Related Party Transactions with Thriveni Earthmovers Private Limited ("TEMPL"):**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Company's policy on Related Party Transactions, approval of the Members be and is hereby accorded to enter into contracts / arrangements / transactions relating to mining and transportation of iron ore, supply of iron ore pellets, and services in connection to construction and related activities; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore and coal with Thriveni Earthmovers Private Limited ("TEMPL"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), subject to the condition that the revised total value of all contracts/arrangements/transactions with TEMPL shall not exceed ₹ 2000 Crores/- (Rupees Two Thousand Crores only) on an annual basis for any given financial year and such contracts/arrangements/transactions shall be at arms' length basis and in ordinary course of business.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director or Company Secretary of

the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, for the purpose of giving effect to the said resolution, the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) be and is hereby authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit.”

5. **Approval for Material Related Party Transaction(s) with Lloyds Steels Industries Limited (“LSIL”):**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Company’s policy on Related Party Transactions, approval of the Members be and is hereby accorded to enter into transactions relating to sale, purchase, supply or procurement of goods / machinery / materials and availing / rendering of various services (as may be amended from time to time) with Lloyds Steels Industries Limited (“LSIL”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, subject to the condition that the revised total value of all transactions with LSIL shall not exceed ₹ 1,000 Crores/- (Rupees One Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms’ length basis.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read

with Rule 16 of the Companies (Meeting of Board and its powers) Rules, 2014, any Director or Company Secretary of the Company be and is hereby severally authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, for the purpose of giving effect to the said resolution, the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) be and is hereby authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit”.

6. **Approval for Material Related Party Transaction(s) with Mandovi River Pellets Private Limited (“MRPPL”):**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (as may be amended from time to time) and the Company’s policy on Related Party Transactions consent of the Members of the Company be and is hereby accorded to enter into contracts / arrangements / transactions relating to sale of iron ore and purchase of iron ore pellets, and services in connection to and related activities with Mandovi River Pellets Private Limited, (“MRPPL”), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), subject to the condition that the total value of all contracts / arrangements / transactions with MRPPL shall not exceed ₹ 2,000 crores /- (Rupees Two Thousand Crores only) for any given financial year

on an annual basis and such contracts / arrangements / transactions shall be at arms' length basis and in ordinary course of business.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, any Director and or Chief Financial Officer of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED FURTHER THAT, any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to agree, make, accept and finalise all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and is also hereby severally authorised to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalise, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit".

7. **Approval for increasing the number of Board of Directors in the Company:**

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

"RESOLVED THAT, pursuant to the provisions of Section 5, 14, 149 of the Companies Act, 2013 ("the Act") and Rules made thereunder, and pursuant to Article 126 of the Articles of Association ("AOA") of the Company and the relevant regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and 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 to increase the limit on maximum number of Directors of the Company from 15 (fifteen) to 25 (twenty-five).

RESOLVED FURTHER THAT, the any Director 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 including but not limited to sharing of the certified true copies of this resolution."

8. **Approval for Alteration of the Memorandum of Association of the Company**

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

"RESOLVED THAT, pursuant to the provisions of Section(s) 4, 13 and 15 and any other applicable provisions, if any, of the Companies Act 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment 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 alteration in the Memorandum of Association ("MOA") of the Company under Clause 3rd (b) Matters which are necessary for furtherance of the Objects specified in Clause 3rd (a) by consequently adding the clauses from 58 to 106.

RESOLVED FURTHER THAT, any Director and / or Key Managerial Personnel of the Company be and is hereby severally authorized 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."

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

Trushali Shah

Company Secretary
ACS-61489

Date: 09th June, 2023
Place: Mumbai

Notes:

1. The 46th Annual General Meeting of the Company will be held on Tuesday, 25th July, 2023 at 11.30 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08th April, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020, MCA General circular No. 20/2020 dated 05th May, 2020,

MCA General Circular No. 02/2021 dated 13th January, 2021, MCA General Circular No. 02/2022 dated 05th May, 2022 and MCA General Circular No. 11/2022, SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021 and SEBI Circular dated 13th May, 2022 and SEBI Circular dated 05th January, 2023.

2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC / OAVM are requested to send to the Company on its email Id tdshah@lloyds.in, a certified copy of the Board Resolution authorising their representative to attend the Meeting and vote on their behalf through e-voting.
4. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 02/2022 dated 05th May, 2022 and MCA General Circular No. 11/2022 physical attendance of the Members is not required. Hence, Members have to attend and participate at the ensuing AGM though VC/OAVM.
5. Those Shareholders whose email IDs are not registered can get their e-mail ID's 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.
6. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under note no. 25.
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as "the Act").
8. As the Annual General Meeting of the Company is held through VC / OAVM, we therefore request the members to submit questions in advance relating to the business specified in this notice of AGM on the email ID tdshah@lloyds.in
9. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 18th July, 2023 to Tuesday, 25th July, 2023 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
10. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
11. An explanatory statement setting out details relating to the businesses to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into de-mat/electronic form to get inherent benefits of de-materialisation. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in de-mat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

13. Members desirous of obtaining any information as regards to the Accounts are requested to send an email to tdshah@lloyds.in, 15 days in advance before the date of the Meeting (i.e., on or before Monday, 10th July, 2023 by 05:00 p.m. IST) to enable the Management to keep full information ready on the date of AGM.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

All documents relevant referred to in the Notice of AGM and explanatory statement will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to tdshah@lloyds.in

15. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under note no. 25.

16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

17. The Annual Report along with the Notice of AGM will be placed on the Company's website on www.lloyds.in.

18. Members of the Company holding shares either in physical form or in de-materialised forms as on BENPOS date i.e., Friday, 23rd June, 2023 will receive Annual Report for the financial year 2022-23 through electronic mode.

19. As per the MCA Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email id's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant.

20. The Board of Directors have appointed Mr. K.C. Nevatia of M/s. K. C. Nevatia & Associates, Practising Company Secretary (Membership No.: F3963), as the Scrutinizer to scrutinise the remote e-voting process as well as e-voting during the AGM in a fair and transparent manner.

21. Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at,

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.

The process to be followed for registration/ updation of addresses and / or e-mail address by Members holding shares in physical mode, by following the procedure at the link attached: <https://www.lloyds.in/investor-contact/>

22. Members are requested to quote their folio no. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the AGM will be provided by NSDL.

24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.lloyds.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and Metropolitan Stock Exchange of India Limited ("MSEI") at www.bseindia.com and www.msei.in respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

25. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING AND JOINING THE AGM ARE AS UNDER:

The Instructions for Members for Remote E-Voting are as under: -

i. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Friday, 21 st July, 2023 (9:00 a.m. IST)
End of remote e-voting	Monday, 24 th July, 2023 (5:00 p.m. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, 23rd June, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 23rd June, 2023.

- ii. Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC / OAVM but, shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system


A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09th December, 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.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home

Type of shareholders	Login Method
	<p>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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are 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</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website</p>

Type of shareholders	Login Method
	<p>of NSDL 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> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 i.e. NSDL where the e-Voting is in progress.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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
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 or 022-23058542-43

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login”

which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/ Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kcnevatia@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password

confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investor@lloyds.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@lloyds.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09th December, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due

to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@lloyds.in. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from 19th July, 2023 to 21st July, 2023 (up till 05:00 p.m. IST) from their registered e-mail Id's mentioning their name, DP ID and client Id / folio number, PAN, mobile number on tdshah@lloyds.in as registered in the records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

Annexed to the Notice convening the Forty-Sixth Annual General Meeting scheduled to be held on Tuesday, 25th July, 2023.

The following Statement sets out all material facts relating to the ordinary business mentioned in the accompanying Notice:

Item No.: 04

The Members of the Company had approved the revised limit of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) on 04th June, 2022 on completion of Postal Ballot for contract(s)/ arrangements(s)/ transaction(s) with Thriveni Earthmovers Private Limited ("TEMPL"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), relating to mining and transportation of iron ore, supply of iron ore and services in connection to construction and related activities.

The Board on recommendation of the Audit Committee in their meeting held on 25th April, 2023, has approved entering into transactions relating to mining and transportation of iron ore, supply of iron ore pellets, and services in connection to construction and related activities and amendment in the nature and particulars of contract and arrangements of the Related Party Transaction with TEMPL by adding transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore and coal subject to the condition that the total value of all

transactions with TEMPL shall not exceed ₹ 2,000 Crores (Rupees Two Thousand Crores Only) on annual basis for any given financial year and such transactions shall be at arms' length basis and in ordinary course of business.

Therefore, members of the Company are requested to approve the overall Limit of ₹ 2,000 Crores (Rupees Two Thousand Crores Only) on an annual basis for any given financial year and amendment in the nature and particulars of contract and arrangements of the Related Party Transactions with Thriveni Earthmovers Private Limited ("TEMPL").

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction with Thriveni Earthmovers Private Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, particulars of the proposed transactions are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Thriveni Earthmovers Private Limited ("TEMPL")
2.	Name of Director or Key Managerial Personnel who is related, if any	Mr. Balasubramanian Prabhakaran, Director of the Company is the Managing Director and Promoter of the Related Party
3.	Nature of Relationship	<p>Section 2(76)(viii) of the Companies Act, 2013: Any-body corporate which is an investing company or the venturer of the Company.</p> <p>Thriveni Earthmovers Private Limited forms part of promoter or promoter group of Lloyds Metals and Energy Limited, by holding 19.81% shareholding in the Company as on date.</p> <p>Further, Thriveni Earthmovers Private Limited also holds 76% stake in Sky United LLP (Promoter of the Company). Sky United LLP holds 13.06% shareholding in the Company as on date.</p>
4.	Nature, duration of the contract and particulars of the contract or arrangement	<p>Nature of Contract or Arrangement: Order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore, coal.</p> <p>Duration of contract or arrangement: as may be mentioned specifically in each order.</p> <p>Particulars of contract or arrangement: The proposed transactions shall relate to Mining and Transportation of iron ore, supply of iron ore pellets, provision of services in connection to construction and related services through orders; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore, coal which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee, Board of Directors and Members of the Company.</p> <p>Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business</p>

Sr. No.	Particulars	Remarks
5.	The material terms of the contract or arrangement including the value, if any	<p>The transactions will be based on orders to be issued from time to time for mining and transportation of iron ore, supply of iron ore pellets, provision of services in connection to construction and related services; transfer of mining rights; transfer of Composite License ("LOI") in respect of any metals and / or minerals including but not limited to iron ore, coal.</p> <p>The revised estimated monetary value of the aggregate transaction(s) shall not exceed ₹ 2,000 Crores (Rupees Two Thousand Crores only) on an annual basis for any given financial year.</p>
6.	Any advance paid or received for the contract or arrangement, if any	Terms of receipt of advance shall be as per the proposed orders
7.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms' lengths basis
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
9.	Any other information relevant or important for the Members to take a decision on the proposed transaction	NIL

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mr. Balasubramanian Prabhakaran and his relatives none of the other Directors / Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 05 of the notice except to the extent of their shareholding in the Company.

Item No.: 05

The Members of the Company had approved a limit of ₹ 1,100 Crores (Rupees Eleven Hundred crores only) on 04th June, 2022 on completion of Postal Ballot for contract(s)/ arrangements(s)/ transaction(s) with Lloyds Steels Industries Limited ("LSIL"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Board on recommendation of the Audit Committee in their meeting held on 25th April, 2023, has approved entering into transactions relating to sale, purchase, supply and service transactions (as may be amended from time to time) with LSIL, subject to the condition that the total value of all transactions with LSIL shall not exceed ₹ 1,000 Crores/- (Rupees One Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or

more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Member is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Lloyds Steels Industries Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the prior transaction and proposed transactions are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Lloyds Steels Industries Limited ("LSIL")
2.	Name of Director or Key Managerial Personnel who is related, if any	Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta.
3.	Nature of Relationship	<p>Section 2(76)(vi) of the Companies Act, 2013: Any-body corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions of a Director or Manager.</p> <p>Mr. Mukesh Gupta, Director & Promoter of Lloyds Metals and Energy Limited is a Whole time Director and Promoter of Lloyds Steels Industries Limited. Mr. Rajesh Gupta, Director & Promoter of Lloyds Metals and Energy Limited is a Promoter of Lloyds Steels Industries Limited.</p> <p>Mr. Madhur Gupta, being the Director of Lloyds Metals and Energy Limited is a relative of Mr. Rajesh Gupta.</p>
4.	Nature, duration of the contract and particulars of the contract or arrangement	<p>Nature of contract or arrangement: Purchase/sale/supply or procurement of goods/machinery/ materials and availing/ rendering of various services.</p> <p>Duration of contract or arrangement: As mentioned specifically in each purchase order.</p> <p>Particulars of contract or arrangement: As per the terms of the respective contracts or arrangements entered into with Lloyds Steels Industries Limited</p>
5.	The material terms of the contract or arrangement including the value, if any	The Company will enter into the various contracts and arrangements of monetary revised value of ₹ 1,000 Crores/- (Rupees One Thousand Crores Only) on an annual basis for any given financial year for purchase/sale/supply or procurement of goods/materials/machinery and availing/rendering of various services.
6.	Any advance paid or received for the contract or arrangement, if any	Terms of advance payment vary for each purchase order
7.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Prices are negotiated and agreed mutually based on product specification and degree of customization/technology involved. However, contract(s)/arrangement(s)/transaction(s) so entered are at arm's length basis.
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Not Applicable

Sr. No.	Particulars	Remarks
9.	Any other information relevant or important for the Board to take a decision on the proposed transaction	The contracts and arrangements for the aggregate revised value of ₹ 1,000 Crores (Rupees One Thousand Crores Only) on an annual basis for any given financial year for purchase/sale/supply or procurement of goods/materials/machinery and availing/rendering of various services were entered into between Lloyds Metals and Energy Limited and Lloyds Steels Industries Limited prior to Lloyds Steels Industries Limited becoming the related party of Lloyds Metals and Energy Limited. The said contracts and arrangements are at arm's length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mr. Mukesh Gupta, Mr. Rajesh Gupta and Mr. Madhur Gupta along with their relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 05 of the notice except to the extent of their shareholding in the Company.

Item No.: 06

The Board on recommendation of the Audit Committee in their respective meetings held on 09th June, 2023, has approved entering into transactions relating to sale, purchase, supply and service transactions (as may be amended from time to time) with Mandovi River Pellets Private Limited ("MRPPL"), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") subject to the condition

that the total value of all transactions with MRPPL shall not exceed ₹ 2,000 Crores/- (Rupees Two Thousand Crores only) on an annual basis for any given financial year and such transactions shall be at arms' length basis.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.

In accordance with Regulation 23(4) of SEBI Listing Regulations, the said related party transaction will require prior approval of members through Ordinary Resolution, as the aggregate value of transaction(s) amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out in the Notice for approval of material Related Party Transaction to be entered into with Mandovi River Pellets Private Limited.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the prior transaction and proposed transactions are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Mandovi River Pellets Private Limited ("MRPPL")
2.	Name of Director or Key Managerial Personnel who is related, if any	Mr. Balasubramanian Prabhakaran, Director of Lloyds Metals and Energy Limited is also a Director and Promoter of the Related Party
3.	Nature of Relationship	Section 2(76)(iv) of the Companies Act, 2013: a Private Company in which a Director or Manager or his relative is a Member or Director;
4.	Nature, duration of the contract and particulars of the contract or arrangement	Nature of Contract or Arrangement: Order for sale iron ore and purchase of iron ore pellets Duration of contract or arrangement: as may be mentioned specifically in each order.

Sr. No.	Particulars	Remarks
		<p>Particulars of contract or arrangement: The proposed transactions shall relate to sale of iron ore and purchase of iron ore pellets which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee and the Board of Directors of the Company.</p> <p>Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business</p>
5.	The material terms of the contract or arrangement including the value, if any	The transactions will be based on orders to be issued from time to time for sale of iron ore and purchase of pellets. The monetary value of the aggregate transaction(s) shall not exceed ₹ 2,000 crores (Rupees Two Thousand Crores only) for any given financial year on an annual basis on arms' length basis.
6.	Any advance paid or received for the contract or arrangement, if any	Terms of receipt of advance shall be as per the proposed orders
7.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As may be mutually agreed between both the parties for the proposed transaction. However, such transactions would at all times be on arms' lengths basis and in ordinary course of business
8.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and	Yes, all factors relevant to the contract have been considered.
9.	Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the related parties shall not vote on such resolutions, therefore, none of the Related Parties shall vote on the said resolution.

Except Mr. Balasubramanian Prabhakaran along with his relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 06 of the notice except to the extent of their shareholding in the Company.

Item No.: 07

The Members of the Company are hereby apprised that as per the current Articles of Association of the Company and Section 149 of the Companies Act, 2013, a company can have upto a maximum number of 15 directors on its Board and in case of increase in number of directors beyond the stated limits it has to obtain the approval of the Shareholders of the Company.

The operation of the Company at present are increasing rapidly. The Company feels it is advisable to expand the strength of the Board by getting on Board various

experts, celebrated and renowned personnels who can guide the Company in its operations with their profound knowledge and expertise and can be of a valuable asset to it.

Pursuant to Section 14, 149 of the Companies Act, 2013 the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. Hence, the Company seeks the approval of its Members to increase the strength of its Board from existing permissible limits of 15 to 25.

The Board of Directors as and when needed following the due compliance and process will be appointing more directors on its Board. Hence, the said Article of the AOA of the Company reads as below and that there is no requirement for the alteration of AOA of the Company.

Art. 126 Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act, the number of Directors (excluding nominees/ special/debenture and alternate Directors) shall not be less than three nor more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.

A copy of the Articles of Association of the Company is available for inspection 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 Monday, 24th July, 2023.

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.

Item No. 08:

With the growing business operations and activities of the Company, the Management of the Company as well its Board envisages that it might be pertinent to add other objects which may be useful in its daily operations under clause 3rd (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3rd(a). These other objects do not form part of the main object / main business activity of the Company and are ancillary in nature.

The Board of Directors considers the alteration / amendment of the Other Object Clause of the Company

by adding the clauses from 58 to 106 to the existing Other Object Clauses under clause 3rd (b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3rd(a) in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

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 recommends the Ordinary & Special Resolutions set out at the Item No. 04, 05, 06, 07 & 08 of the Notice for the Member's approval of the Company.

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

Date: 09th June, 2023
Place: Mumbai

Trushali Shah
Company Secretary
ACS-61489

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

To,

Bigshare Services Private Limited,

Office No S6-2, 6th floor Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

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.

ANNEXURE-I

Details of Director seeking appointment/re-appointment

Disclosure required under Regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking appointment/reappointment:

Name of Director	Mr. Madhur Gupta
DIN	06735907
Date of Birth	17 th June, 1991
Age	31 Years
Date of first appointment on the Board	13 th November, 2020
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas;	<p>He holds a degree of MSC in Engineering and Business Studies from University of Warwick, United Kingdom. He has 8 years of experience in Real Estate and Infrastructure.</p> <p>His expertise is in areas of Project Execution, Planning, Finance and Business Development. With a firm passion for Technology and operation excellency, ensure Lloyds Metals productivity and efficiency will be reaching new heights.</p>
Disclosure of Relationships Between Directors Inter-Se, Manager & KMP	<ol style="list-style-type: none"> Mr. Rajesh Gupta, Non - Executive Promoter Director is the father of Mr. Madhur Gupta, Non - Executive Promoter Director of the Company. Mr. Mukesh Gupta, Non - Executive Director Promoter is the paternal uncle of Mr. Madhur Gupta, Non –Executive Promoter Director of the Company.
Names of Bodies Corporates in which the person also holds the Directorship and the Membership / Chairmanship of Committees of the Board	<p>Directorship Lloyds Metals and Energy Limited Trofi Chain Factory Private Limited Hemdil Estates Private Limited Lloyds Infinite Foundation Lloyds Infrastructure & Construction Limited</p> <p>Membership of Committees Lloyds Metals and Energy Limited Nomination & Remuneration Committee Risk Management Committee</p> <p>Chairmanship of Committees- NIL</p>
No. of Shares held in the Company	96,00,000 Equity Shares of Face Value Re. 01/- each.
No. of Board meetings attended during last Financial Year	07
Terms and conditions of appointment	Non-Executive Promoter Director liable to retire by rotation.

Directors' Report

Dear Members,

Your Director's are pleased to present the Forty-Sixth Annual Report on the business and operations of Lloyds Metals and Energy Limited, along with the summary of the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2023.

FINANCIAL PERFORMANCE AND THE STATE OF THE COMPANY'S AFFAIRS

(in ₹ Crores)

Particulars	Standalone		Consolidated	
	Current Year	Previous Year	Current Year	Previous Year
	2022-23	2021-22	2022-23	2021-22
Revenue from operations	3,392.31	697.50	3,392.31	697.50
Other Income	74.46	29.75	74.46	29.75
Total Income	3,466.77	727.25	3,466.77	727.25
Profit before Finance Cost, Depreciation Amortisation Expenses and Tax Expenses	884.75	175.29	884.75	175.29
Less: Finance Cost	65.04	18.14	65.04	18.14
Depreciation	23.00	17.98	23.00	17.98
Exceptional Items	(1,194.40)	(51.36)	(1,194.40)	(51.36)
Profit/(Loss) before tax	(397.68)	87.80	(397.68)	87.80
Less: Deferred Tax	(109.14)	(9.51)	(109.14)	(9.51)
Profit/(Loss) after tax	(288.54)	97.30	(288.54)	97.30
Share of Profit/(Loss) of Associate	-	-	(0.01)	0.07
Profit/(Loss) for the Period	(288.54)	97.30	(288.54)	97.37
Other comprehensive income (net of tax)	2.07	0.73	2.07	0.73
Total Comprehensive Income of the Year (net of tax)	(286.47)	98.03	(286.48)	98.10

REVIEW OF OPERATIONS

The revenue growth was driven by volume and price growth and various operational efficiencies in both sponge iron and iron ore. However, iron ore took the lead in the operations and constituted more than 70% of revenue for F.Y. 2022-23. Market conditions which were volatile during the year improved mildly at far end of the year. The Company recorded its highest ever quarterly revenues of over ₹ 1,000 crores in its Q3 of the F.Y. 2022-23.

The Company during the year had 03 (three) separate business segments – manufacturing of sponge iron, generation of power and mining of iron ore. The Segment wise performances are as below:

SPONGE IRON DIVISION

During F.Y. 2022-23, the Company recorded its peak capacity utilization of its DRI plant at 75% as against 46% in F.Y.2021-22. The Company undertook various

modernization and overhauling of the DRI plant in Ghugus to increase its throughput.

The production of Sponge Iron Division is as below:

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
2,04,161 MT	1,17,030 MT	90,956 MT

showing an increase of 74.45%.

The total income of the division is as below:

(₹ In Crores)

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
748.99	445.42	241.87

showing an increase of 68.15%.

The Company is fast executing a 70,000 Tonnes per annum Plant at Konsari, Gadchiroli district of the State of Maharashtra. The same shall be commissioned in H1 of F.Y.2023-24, investments for the same are envisaged.

POWER DIVISION

The power division continues to operate smoothly and sufficiently meeting the in-house requirement of Sponge Iron. However, the spot demand of power from the grid remains vibrant thus, the Company sold surplus power accordingly on the power exchange.

The production of the division was as below:

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
20.98 MWH	17.41 MWH	12.37 MWH

The total income of the division was as below:

(₹ In Crores)

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
75.01	49.73	36.41

showing an increase of 50.83%.

IRON ORE MINING ACTIVITIES

The Iron ore mining activities are operating in full swing at the Surjagarh area of Gadchiroli district of the State of Maharashtra. With the assistance of Thriveni Earthmovers Private Limited ("TEMPL"); Mine Development operator ("MDO") and a Co-Promoter of the Company. The Company during the period under review was able to mine its rated capacity successfully. To meet the increasing demand for iron ore and steer organic growth, the Company had planned to increase the iron ore capacity from this mine. Accordingly, the Company sought necessary approvals for the same and received in March'2023.

The Government of India ("GOI") has approved the Company's request to enhance the iron ore capacity for the mine. Accordingly, the GOI has granted Environmental Clearance ("EC") and Maharashtra Pollution Control Board ("MPCB") has issued Consent to Operate ("CTO"). With this, the Capacity of the Mine has now been enhanced to 10 Million Tonnes per annum from 3 Million Tonnes per annum. The Company has completed mobilisation of all necessary equipments and machineries to mine the enhanced capacity. Further evacuation network is being strengthened.

The iron ore production is as below:

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
35,82,976 MT	27,59,870 MT	NIL

showing an increase of 29.82%

The Company was also able to sell below quantity of iron ore:

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
53,25,527 MT	3,05,994.14 MT	NIL

showing an increase of 1640.40%.

The total income of the mining division is as below:

(₹ In Crores)

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
2,651.10	237.97	NIL

The Company remains confident of mining, handling, and selling the total quantity of 10 Million Metric Tonnes iron ore in F.Y. 2023-24.

RESERVES OF IRON ORE

The quality of the iron ore mined from the Company's mines comprises of Hematite in Maharashtra with an average grade of 63% Fe. The Company does not have to pay any premium to the Government over the lifetime of its Surjagarh Iron Ore Mine. It has a total lease area of 348.09 Hectares with a lease period of 50 years till 2057.

The Company aims for a sustainable and long-term growth journey; thus, the Company has also re-assessed its iron ore reserves in its existing mine. Initial drilling conducted pre-1972 pegged reserves at 90 Million Tonnes. The Company engaged Tata Steel Industrial Consulting Limited, a team to reassess the resources based on an enhanced drilling mechanism. Preliminary reports suggest reserves of 180+ Million Tonnes. Further, studies are also being undertaken to evaluate BHQ (Banded Hematite Quartz) quantities. Reserves of BHQ, which can be beneficiated, have an initial estimate of 550 Million Metric Tonnes. These are preliminary studies and the final UNFCC-approved JORC report shall be issued under the aegis of Tata Steel Industrial Consulting Limited soon after their detailed study, which is expected by H1 F.Y. 2023-24.

CAPEX

A. Proposed Green Field Plant at Konsari, Gadchiroli:

The Company has already been allotted 124 acres of land for a green field plant at Konsari, Gadchiroli in 2017 where the Company's iron ore mine is located; it is also one of the Prime Minister's aspirational District.

The Company has started with two modules of 95 Tonnes per day sponge iron plant along with 4 Mega Watt waste heat recovery power plant, totaling 62,700 MTPA.

The Company has various best national and international agencies on board for successful and timely commencement of the Plant / Project.

The Board of Directors of the Company have approved the expansion plan in their Meetings held on 20th January, 2023 & 16th March, 2023.

B. Forward Integration project Ghugus:

The Company has been operating 1x500 Tonnes per day, 4x100 Tonnes per day Coal based DRI and 35 Mega Watt Power Plant based on WHRB and AFBC boilers at Ghugus in Chandrapur district in Maharashtra. And also has an iron ore mine in operation, in the nearby district of Gadchiroli. In line with the Company's long-term strategy of being present in the complete value chain of steel making and efficient use of its iron ore the Company is evaluating various projects at Ghugus with additional DRI units, Steel Melting and Rolling Mill units as a part of the expansion projects. Presently, the Company is selling its DRI (an intermediate steel product) and Power to various consumers in the State of Maharashtra.

The Members of the Board in their Meeting held on 14th September, 2020 had approved for the expansion of the project at Ghugus. At the time, the Company was considering Induction Furnace Route. However, after due consideration, and considering various factors, the project configuration now being considered is as follows:

- 2x500 TPD DRI kiln
- 2x30/35 MW Power Plant
- 2x50 T EAF, 2x50 T LRF, 1x50 T VD (Earlier envisaged as Induction Furnace route)
- 1x3/4 strand Billet Caster
- Wire Rod Mill- 6,00,000 TPA

The Project will produce alloy steel in wire rod form of LC, MC and HC which are in high demand in the market.

Land has been acquired historically and necessary area development is being undertaken along with a number of other studies. Environmental Clearance ("EC") is expected by June'2023, an approval for IPS has been received from Directorate of Industries for 110% of the project outlay. Orders for Engineering services are completed and land development activities have commenced

The Company has on Board various best national and international agencies on board for successful and timely commencement of the Plant / Project. The Board of Directors of the Company have approved the expansion plan in their Meeting held on 20th January, 2023.

C. Road ahead for Mining:

Surjagarh (Wooria hills) located in Surjagarh hill range is a well-known region in the Gadchiroli district of the State of Maharashtra, due to its good quality of iron ore.

Preliminary reports suggest reserves of 180+ Million Tonnes. Further studies are also being undertaken to

evaluate BHQ (Banded Hematite Quartz) quantities. Reserves of BHQ, which can be beneficiated, have an initial estimate of 550 Million Metric Tonnes. These are preliminary studies & the final UNFCC-approved JORC report shall be issued under the aegis of Tata Steel Industrial Consulting Limited soon after their detailed study, which is expected in F.Y. 2023-24.

In next few months, in line with UNFCC guidelines for JORC standard of Resource reporting, the Company will drill 215 holes, with a total of nearly 40,000 meters. As a part of the exploration drilling, the Company has mobilized 6 core drill rigs and 2 Reverse Circulation ("RC") drill rigs. The total exploration program is expected to be completed in a period of 4-5 months.

The Company has also developed a "Stockyard" near Allapalli with a truck weighment and screening facility capable of handling 10 Million Metric Tonnes of Iron Ore material per annum.

The Company is gearing up for export of iron ore post necessary approvals in F.Y. 2023-24.

In F.Y. 2023-24, the Company plans to dispatch approximately 10 Million Metric Tonnes, by reducing the stock at the pithead. The Company has also got the Mining Plan approved for 10 Million Metric Tonnes per annum, Environment Clearance received and Consent to Operate ("CTO") has also been received. The expansion plan of the same has been approved by the Board in their Meeting held on 16th March, 2023.

The proposed Konsari DRI plant will benefit the people of LWE affected Gadchiroli district, which will provide employment to minimum of 1,100 local people directly and about 2,000 indirectly leading to an overall development of the region affected by naxalites.

The current status of the Konsari Plant is that the land has been procured, Environmental Clearance ("EC") for the first phase and Government Subsidy Letter are yet to be received.

Going forward all future investments will be from internal accruals & net debt target will be kept at zero.

ON STANDALONE BASIS

The total income of the Company on standalone basis is as below:

(₹ In Crores)

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
3,466.77	727.25	273.31

The Company has reported a net profit as below:

(₹ In Crores)

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
(288.54)	97.30	0.13

ON CONSOLIDATED BASIS

The consolidated total income of the Company is also below:

The total income of the Company on consolidated basis is as below:

(₹ In Crores)

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
3,466.77	727.25	273.31

The Company has reported a net profit on consolidated basis as below:

(₹ In Crores)

F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
(288.55)	97.37	0.13

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with the Companies Act, 2013 and applicable Indian Accounting Standards along with all relevant documents and the Auditors' Report form part of this Annual Report. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiaries.

The Financial Statements as stated above are also available on the website of the Company at www.lloyds.in.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As on 31st March, 2023, the Company has 02 (two) Subsidiaries viz;

- Thriveni Lloyds Mining Private Limited (erstwhile Joint Venture of the Company however, a subsidiary w.e.f. 20th January, 2023)
- Lloyds Infinite Foundation (a wholly owned subsidiary of the Company w.e.f. 18th October, 2022)

Pursuant to Rule 8(5)(iv) of the Companies (Accounts) Rules, 2014, the names of the companies which have become and

ceased to be associates/subsidiary/joint venture companies during the year are provided below.

Sr. No.	Companies which became associates/subsidiary/ joint venture during the year under review
1.	Thriveni Lloyds Mining Private Limited (erstwhile Joint Venture of the Company however, a subsidiary w.e.f. 20 th January, 2023)]
2.	Lloyds Infinite Foundation (a wholly owned subsidiary of the Company w.e.f. 18 th October, 2022)

Sr. No.	Companies which ceased to be associates / subsidiary / joint venture during the year under review
A. For Joint Ventures:	
1.	Thriveni Lloyds Mining Private Limited (erstwhile Joint Venture of the Company however, a subsidiary w.e.f. 20 th January, 2023)]

In accordance with Section 129(3) of the Companies Act, 2013, we have prepared the consolidated financial statements of the Company, which forms part of this Annual Report. Further, a statement containing the salient features of the financial statement of our Subsidiaries/ Joint Venture/ Associate in the prescribed **Form AOC-1** is appended as **"Annexure I"** to the Board's report. The statement also provides details of the performance and financial position of the associate.

DIVIDEND

In order to preserve reserves your company does not declare any dividend for the said financial year.

TRANSFER TO RESERVES

During the year under review, no amount was transferred to the General Reserves of the Company.

SHARE CAPITAL

Issuance of Optionally Fully Convertible Debentures ("OFCD") under Arbitration Award dated 22nd April, 2022 and an Additional / Supplementary Arbitration Award dated 28th April, 2022

An Arbitration Award was passed by the Sole Arbitrator Mr. Justice A.R. Joshi (Retd.) Former Judge, Bombay High Court, under the Arbitration and Conciliation Act, 1996 on 22nd April, 2022 in the matter of arbitration between Sunflag Iron & Steel Company Limited ("Sunflag") and Lloyds Metals and Energy Limited ("the Company").

The matter in nutshell was that the Company and Sunflag from the year 2004 were entering into various understandings and contracts to have joint and equal control on the iron ore mine of the Company and sharing of the iron ore extracted

in the ratio of 60% and 40% respectively. In return Sunflag assisting the Company with the required funding for capital and operational expenditure.

However, for reasons not attributable to both the parties the said arrangements could not take place and the mining operations could not be commenced. During this period Sunflag had advanced funds to the Company towards the operation and commencement of the mine. In the year 2016, the Company started mining operations with minimal production; however, the Company could not share the iron ore extracted with Sunflag for various reasons.

The Company and Sunflag were engaged in discussions to resolve the issue amicably but the same could not be resolved. Sunflag then invoked the arbitration clause and initiated the arbitration proceedings. The claim(s) made by Sunflag were as follows:

1. Repayment of the amount paid by Sunflag along with the interest @4% + SBI PLR compounded annually amounting to ₹ 312 Crores;
2. A demand of ₹ 1,433 crores towards Sunflag's right of 40% mineral extracted at cost over the life of entire mining lease period i.e., 40% of 75 Million Tonnes, i.e., 30 Million Tonnes with a margin of ₹ 2000, per tonne amounting to ₹ 6,000 Crores and when discounted to the present value of the same worked out to ₹ 1,433 crores; and
3. 32% of the equity share of the Company considering the net worth attributable to the mine being 80% of net worth of the Company, and Sunflag having the right of 40 % of the mine.

All the above claims of Sunflag were refuted by the Company and various counter claims were also made. After hearing the arguments of both the parties, the learned Arbitrator had passed an Arbitration Award dated 22nd April, 2022 and an Additional / Supplementary Arbitration Award dated 28th April, 2022. The gist of the Award is as follows:

The Company was liable to pay ₹ 900 Crores to Sunflag (i.e., ₹ 312 crores on account of refund of advance along with accrued interest and the balance ₹ 588 crores as full settlement of all other claims).

Given the amount being large, the Company proposed to settle the said liability, subject to the approval of the Shareholders and in accordance with applicable laws, by issuing 6,00,00,000 0% interest Optionally Fully Convertible Debentures ("OFCD's") which will settle entire liability of the Company on the basis of proposed issue price of ₹ 150/- (Rupees One Hundred and Fifty only) or valuation under the SEBI (ICDR) Regulations, 2018 whichever is higher

The OFCD's would be converted not before 9 months but, not later than 18 months at a conversion ratio of 1:1. This proposal was also agreed to by Sunflag and they were termed as the Non-Promoter of the Company.

Further, the Company was liable to pay an interest at the rate of 9% p.a. on the face value of the OFCD's if the Company fails to convert the OFCD's and in the event the proposed allottee does not exercise the conversion right within the 18 months conversion period, then the OFCDs will be redeemed by the Company within 48 months from the date of allotment and interest would accrue at 9% p.a. on the face value of OFCD's from the expiry of the conversion period of 18 months until redemption of the OFCDs

The Company allotted the said OFCD's to Sunflag on 15th June, 2022 after obtain necessary approvals and compliances with respect to the same.

These OFCD's are converted as on the date of this report.

Conversion of preferentially allotted Convertible Warrants to the Promoters of the Company

The Board of Directors in their meeting held on 29th April, 2022 had converted 6,60,00,000 Convertible Warrants of the Company into Equity Shares of face value of Re. 1/- each at a premium of ₹ 8.47/- each issued at par via Preferential Allotment to various promoters of the Company listed below:

Sr. No.	Name of the Allottees ("Warrant holders")	No. of Convertible Warrants allotted
	Promoter/ Promoter Group	
1.	Plutus Trade & Commodities LLP	2,64,00,000
2.	Sky United LLP	1,32,00,000
3.	Teamwork Properities Developments LLP	1,32,00,000
4.	Blossom Trade & Interchange LLP	1,32,00,000
Total		6,60,00,000

The said convertible warrants were allotted on the terms that they shall be convertible (at the sole option of the warrant holder) at any time within a period of 18 months from the date of allotment of convertible warrants in the ratio of 1:1.

Further, the convertible warrant holders at the time of allotment had paid an initial amount of 25% (₹ 2.3675) of the face value as well as premium (per convertible warrant) with the balance 75% (i.e., ₹ 7.1025) of the face value as well as premium (per convertible warrant) to be paid before the date of conversion into equity shares of the Company.

Pursuant to the LLP agreement between Plutus Trade & Commodities LLP, Teamwork Properities Developments LLP and the partners of Sky United LLP, the below mentioned convertible warrants were transferred to Sky United LLP on 14th March, 2022 in the below manner. By virtue of the said

transfer, Plutus Trade & Commodities LLP and Teamwork Properties Developments LLP had been inducted as the partners of Sky United LLP.

Sr. No.	Warrants transferred from ("Transferor")	Warrants transferred to ("Transferee")	Nos. of Warrants transferred
1.	Plutus Trade & Commodities LLP	Sky United LLP	2,64,00,000
2.	Teamwork Properties Developments LLP	Sky United LLP	1,32,00,000

Post transfer, the convertible warrants of the Company held by warrant holders were as below ("Warrant Holders"):

Sr. No.	Name of the Allottees	No. of Convertible Warrants allotted
	Promoter/ Promoter Group	
1.	Plutus Trade & Commodities LLP	NIL
2.	Sky United LLP	5,28,00,000
3.	Teamwork Properties Developments LLP	NIL
4.	Blossom Trade & Interchange LLP	1,32,00,000
Total		6,60,00,000

On conversion of 6,60,00,000 warrants into equivalent number of equity shares of the Company, Sky United LLP held 6,59,54,638 equity shares representing 14.83% of the erstwhile voting share capital of the Company and Blossom Trade & Interchange LLP held 1,32,00,000 equity shares representing 2.97% of the erstwhile voting share capital of the Company.

Conversion of Preferentially allotted Optionally Fully Convertible Debentures ("OFCD's")

The Board of Directors in their meeting held on 29th April, 2022 had converted 1,00,00,000 Optionally Fully Convertible Debentures ("OFCD's") of the Company into Equity Shares of face value of Re. 1/- each at a premium of ₹ 19/- each in the conversion ratio of 1:1, issued at par via Preferential Allotment to Thriveni Earthmovers Private Limited ("TEMPL" / "Thriveni"). The said allottee is a co-promoter of the Company.

An Open Offer was triggered due to the above-mentioned events and detailed as below pursuant to Regulation 3(2), Regulation 3(3) and Regulation 5(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

1. Indirect acquisition of further voting rights in the Company by TEMPL on 29th April, 2022 pursuant to the acquisition of controlling interest in Sky United LLP by TEMPL

TEMPL has also acquired rights and 76% partnership interest and therefore acquired controlling interest in Sky United LLP on 29th April, 2022, which held 1,31,54,638 Equity Shares and 5,28,00,000 Warrants of the Company (at the time of acquisition of rights and 76% partnership interest in Sky United LLP); and

2. Acquisition of 6,28,00,000 Equity Shares collectively by TEMPL and Sky United LLP pursuant to the conversion of OFCD's and Warrants by Thriveni Earthmovers Private Limited and Sky United LLP respectively into Equity Shares on 29th April, 2022:

- i) TEMPL exercised its option to convert the OFCD's into Equity Shares on 29th April 2022. Subsequently, the Board of Directors of the Company in their meeting held on 29th April, 2022 approved the issuance and allotment of 1,00,00,000 Equity Shares to TEMPL pursuant to such conversion of OFCD's. Accordingly, TEMPL had acquired 1,00,00,000 Equity Shares representing 2.25% of the Voting Share Capital on 29th April, 2022; and
- ii) Sky United LLP has exercised its option to convert the Warrants into Equity Shares on 29th April, 2022. Subsequently, the Board of Directors of the Company in their meeting held on 29th April, 2022 approved the issuance and allotment of 5,28,00,000 Equity Shares to Sky United LLP pursuant to such conversion of Warrants. Accordingly, Sky United LLP had acquired 5,28,00,000 Equity Shares on 29th April 2022.

Blossom Trade & Interchange LLP, a Promoter of the Company had also converted their 1,32,00,000 warrants in to Equity Shares of the Company in the ratio of 1:1 in the same Board Meeting of the Company held on 29th April, 2022 issued on preferential basis.

During the year under review, there was no change in Authorized Share Capital of the Company, which is ₹ 1,00,00,00,000 (Rupees One hundred Crores only) divided into 75,00,00,000 Equity Shares of Re.1/- each amounting to ₹ 75,00,00,000/- (Rupees Seventy-Five Crores only) and 2,50,00,000 Preference Shares of ₹ 10/- each amounting to ₹ 25,00,00,000/- (Rupees Twenty-Five Crores only).

Issue of Equity Shares to ESOP Trust

The Nomination and Remuneration Committee in their meeting held on 15th November, 2022 has allotted 1,05,000 Equity Shares to the Lloyds Employees Welfare Trust under Lloyds Metals and Energy Limited Employee Stock Option Plan – 2017.

Conversion of Preferentially allotted Optionally Fully Convertible Debentures (“OFCD’s”):

The Company had in their Board Meeting held on 15th June, 2022 allotted 6,00,00,000 OFCD's to Sunflag Iron and Steel Co Limited (“Sunflag”) pursuant to Arbitration Award dated 22nd April, 2022 and an Additional / Supplementary Arbitration Award dated 28th April, 2022.

Pursuant to the conversion letter received from Sunflag the said allotted 6,00,00,000 OFCD's have been converted into allotted 6,00,00,000 Equity Shares in the ratio of 1:1 by the Board Members in their Meeting held on 16th March, 2023 and holds 11.89% of the paid-up share capital of the Company.

Further to the above conversion of securities and allotments the paid-up share capital of the Company has increased from ₹ 36,87,19,220 as on 31st March, 2022 and to 50,48,24,220 as on 31st March, 2023.

SHAREHOLDER’S AGREEMENT

Pursuant to the understanding between the Promoters (i.e., Group – 1 promoter being Lloyds promoters and Group – 2 promoters being Thriveni Earthmovers Private Limited & Sky United LLP both the Promoters’ group decided to enter into a Shareholder’s Agreement to record their understanding in respect of mutual rights and obligations of both the groups and to set out the terms & conditions governing the relationship inter-se between them as the Shareholders of the Company as well as with the Company.

Further, pursuant to the conversion of Optionally Fully Convertible Debentures (“OFCDs”) and Warrants issued by the Company, the Shareholding of both the Promoter groups as on 31st March, 2023 is as follows:

Group - 1			
Sr. No.	Name of the Promoter	Nos. of Shares to be held post conversion of OFCDs & warrants	% of shareholding held post conversion of OFCDs & warrants
1.	Mr. Mukesh R Gupta	7,07,300	0.14%
2.	Mr. Rajesh Gupta	12,08,460	0.24%
3.	Mr. Ravi Agarwal	1,17,30,000	2.32%
4.	Mr. Madhur Gupta	96,00,000	1.90%
5.	Mr. Shreekrishna Gupta	96,02,000	1.90%
6.	Shree Global Tradefin Limited	1,57,38,338	3.12%
7.	Mrs. Abha Gupta	6,69,540	0.13%
8.	Mrs. Renu Gupta	12,04,420	0.24%
9.	Mrs. Dipti Mundhra	5,00,000	0.10%

Group - 1			
Sr. No.	Name of the Promoter	Nos. of Shares to be held post conversion of OFCDs & warrants	% of shareholding held post conversion of OFCDs & warrants
10.	Ms. Priyanka Gupta	5,00,000	0.10%
11.	ASP Technologies Private Limited	3,64,00,340	7.21%
12.	Triumph Trade & Properties Developers Private Limited	2,91,58,208	5.78%
13.	Lloyds Metals and Minerals Trading LLP	3,57,41,529	7.08%
14.	Blossom Trade & Interchange LLP	1,32,00,000	2.61%
Total		16,59,57,539	32.87

Group-2			
Sr. No.	Name of the Promoter	Nos. of Shares to be held post conversion of OFCDs & warrants	% of shareholding held post conversion of OFCDs & warrants
1.	Thriveni Earthmovers Private Limited	10,00,05,501	19.81%
2.	Sky United LLP	6,59,54,638	13.06%
Total		16,59,60,135	32.87%

The Company is also a party to the Shareholders’ Agreement.

PLEDGE OF EQUITY SHARES OF THE COMPANY BY THE PROMOTERS

The Group 2 promoters of the Company, have pledged their equity shares with Catalyst Trusteeship Limited (“the Debenture Trustee” / “Debenture Trustee”) to secure financial facilities as availed by Thriveni Earthmovers Private Limited (“TEMPL”) to secure 53,000 unrated, unlisted, secured, redeemable Non-Convertible Debentures with the face value of ₹ 1,00,000/- (Rupees One Lakh only) each under various series aggregating to an amount of ₹ 5,30,00,00,000 (Rupees Five hundred and Thirty Crore only). Below are the details of their pledge:

Sr. No.	Name of the Promoter	Nos. of Shares held	% of the total paid-up share capital	Nos. of shares pledged	% of the total paid-up share capital
1.	Thriveni Earthmovers Private Limited	10,00,03,096	22.48%	2,63,23,252	5.92%
2.	Sky United LLP	65954638	14.83%	1,31,54,638	2.96%

UTILIZATION OF FUNDS

During the year under review, the Company has not raised any funds through any mode.

DEMATERIALIZATION OF SHARES

As on 31st March, 2023, there were approximately 50,08,48,070 Equity Shares dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents about 99.21% of the total issued, subscribed and paid-up capital of the Company.

EMPLOYEE STOCK OPTION SCHEME 2017

The Company with the objective of introducing a long-term incentive tool to attract, motivate, retain talent and reward loyalty, formulated “Lloyds Metals and Energy Limited Employee Stock Option Plan – 2017” (“LMEL ESOP 2017”) for grant of a maximum of 1,11,29,129 stock options to the eligible employees of the Company. During the year 2018-19, the Nomination and Remuneration Committee of the Company had granted 66,66,640 stock options to the eligible employees of the Company. Further during the financial year under review, the Nomination and Remuneration Committee had allotted 1,05,000 Equity Shares to the Lloyds Employees Welfare Trust under Lloyds Metals and Energy Limited Employee Stock Option Plan – 2017.

The Company has received a certificate from the auditors of the Company that the “LMEL ESOP 2017” have been implemented in accordance with the SEBI regulations and as per the resolution passed by the Members of the Company.

The necessary disclosure pursuant to section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI (Share Based Employee Benefits) with regard to Employee Stock Option Scheme of the Company is available at Company’s website i.e., <https://www.lloyds.in/>

Issue of Fresh Grants

The Management is committed to build the Company as a formidable organization and in the process, create value for all its Stakeholders. While it helps create this value, it would like every employee of the Company to get a share in this value too. Hence, the Management of the Company has granted Employee Stock Options (“ESOP’s”) to all its employees under “Lloyds Metals and Energy Limited Employee Stock Option Plan - 2017” (“LLOYDS ESOP-2017”/ “Plan”).

These proposed options have been granted to all the Employees of the Company who are associated with the Company. The approval of the Nomination and Remuneration Committee was obtained in their Meeting held on 26th December, 2022. The number of options granted are 36,75,000 to 409 employees.

The brief points are as below:

- a. The coverage of this grant is of around 409 employees who have been divided into 19 categories based on their position/designation. Vesting period will commence from December’2023 for a period of 5 years till December’2027
- b. The exercise price is ₹ 4/- per option which is the same as per the earlier ESOP cycle of the Company.

This will create a sense of ownership among employees, focus on boosting morale and create a healthy organisation and work culture and more importantly attract and retain the best talent.

CHANGE IN THE NATURE OF BUSINESS ACTIVITIES

During the year under review, there has been no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

BOARD OF DIRECTORS

The year under review saw the following changes to the Board of Directors (“Board”).

Inductions to the Board

1. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in accordance with the provisions Section 196, 197, 203 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in their Meeting held on 15th November, 2021 has re-appointed Mr. Babulal Agarwal (DIN: 00029389) as the Managing Director of the Company for a further period of 01 (one) year commencing from 01st January, 2023 to 31st December, 2023 (both days inclusive). The same has been approved by the Members vide Postal Ballot resolution dtd. 18th December, 2022.
2. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and applicable SEBI Listing Regulations, in their Meeting held, on 20th January, 2023, in terms of the provisions of the Companies Act, 2013, appointed

Dr. Satish Ramchandra Wate (DIN: 07792398) as an Additional Independent Director of the Company not liable to retire by rotation, for a period of 05 (five) years (i.e., one tenure) commencing from 20th January, 2023.

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.

The Members of the Company have approved appointment of Dr. Satish Wate as the Independent Director of the Company for respective one term of five years vide Postal ballot resolution dtd. 16th April, 2023.

3. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and applicable SEBI Listing Regulations, in their Meeting held, on 16th March, 2023, appointed Mr. Subbarao Munnang (DIN: 06495576) as an Additional Independent Director of the Company not liable to retire by rotation, for a period of 05 (five) years (i.e., one tenure) commencing from 16th March, 2023.

He has played a key role in increasing percentage of sponge iron (HBI, DRI) in charge mix in EAF, IF, COREX at the initial stages of establishment of DRI Industry in India. He has a track record of turning around 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.

The Members of the Company have approved appointment of Mr. Subbarao Munnang as the Independent Director of the Company for respective one term of five years vide Postal ballot resolution dtd. 16th April, 2023.

4. In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Madhur Gupta, (DIN: 06735907) Director of the Company, retires by rotation at the ensuing 46th Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

KEY MANAGERIAL PERSONNEL

In terms of section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Babulal Agarwal, Managing Director, Mr. Riyaz Shaikh, Chief Financial Officer, Ms. Trushali Shah, Company Secretary & Compliance Officer.

During the under review, there was no change in the Key Managerial Personnel of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Director's state that:

1. in the preparation of the annual accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed and there are no material departures from the same;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit of the Company for the year ended on that date;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the Directors have prepared the annual accounts on a "going concern basis";
5. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DISCLOSURE RELATED TO BOARD AND COMMITTEES

Board Meetings

The Board met 07 (seven) times during the F.Y. 2022-23 on 29th April, 2022, 15th June, 2022, 15th July, 2022, 18th October, 2022, 15th November, 2022, 20th January, 2023 and 16th March, 2023. The Meeting details are provided in the Corporate Governance Report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013.

Committees of the Board

As on March 31, 2023, the Board had 07 (seven) Committees viz: Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Share Transfer and Shareholder's/Investor's Grievance Committee, Committee of Board of Directors and Risk Management Committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report that forms part of this Annual Report.

Board Evaluation

Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of the Board, its committees and the directors. In compliance with Sections 134, 178 of, and Paras II, V and VIII of Schedule IV to, the Act and Regulation 17 of Para A of Part D of Schedule II to SEBI Regulations 2015, the Board of Directors, as per the process recommended by the Nomination and Remuneration Committee, has evaluated the effectiveness of the Board, its Committees and Directors. The evaluation process invited graded responses to a structured questionnaire, which was largely in line with the SEBI Guidance Note on Board Evaluation, for each aspect of the evaluation. All the results were satisfactory.

Mode of Evaluation

Board assessment is conducted through a structured questionnaire. All the Directors participated in the evaluation process. Further, a meeting of the Independent Directors was conducted to review the performance of the Board as a whole and that of Non-Independent Directors.

The evaluation results were discussed at the meeting of Board of Directors, Committees and the Independent Directors meeting. The Directors were satisfied with the overall corporate governance standards, Board performance and effectiveness.

Declaration by Independent Directors

The Company has received declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as the Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act

and applicable rules thereunder) of all Independent Directors on the Board. In terms of Section 150 of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed about their enrolment in the data bank of Independent Directors maintained with the Indian Institute of Corporate affairs.

Familiarization Programme for Independent Directors

The Company has formulated a programme for Familiarization of Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates etc. The detail of such Familiarization programme conducted during the financial year 2022-23 can be accessed on the Company's website at <https://www.lloyds.in/policies/>

During the year under review, the Independent Directors met 02 times (two) on 13th September, 2022 and 16th March, 2023. The Meeting held on 16th March, 2023 was held inter alia, to:

- Review the performance of Non-Independent Directors, and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Assess the quality, content and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the said meeting. The observations made by the Independent Directors have been adopted and put into force.

COMPANY'S VARIOUS POLICIES

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 the Company has formulated and implemented the following policies. All the Policies are available on Company's website (www.lloyds.in) under the heading "Policies". The policies are reviewed periodically by the Board and updated based on need and requirements.

Whistle Blower & Vigil Mechanism Policy

Whistle Blower Policy of the Company includes in its scope any instances related to Insider Trading and also provides access to the Employees of the Company to report the instances of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information. The Company has established Vigil Mechanism for the Directors and Employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or

ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. None of the Employees of the Company has been denied access to the Audit Committee.

The Whistle Blower & Vigil Mechanism policy can be accessed on the Company's website on at <https://www.lloyds.in/policies/>

Policy for Related Party Transactions

In line with the requirements of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy on Related Party Transactions. The policy regulates all transactions taking place between the Company and its related parties in accordance with the applicable provisions.

The policy on Related Party Transaction can be accessed on the company's website at <https://www.lloyds.in/policies/>

Code of conduct for Director(s) and Senior Management Personnel

The Company has adopted a Code of Conduct for the Senior Management Personnel, Directors (Executive / Non-Executive) including a Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Act.

The above code can be accessed on the Company's website at <https://www.lloyds.in/policies/>

Risk Management Policy

The Risk Management policy is formulated and implemented by the Company in compliance with the provisions of the Companies Act, 2013 and Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The policy helps to identify the various elements of risks faced by the Company, which in the opinion of the Board threatens the existence of the Company.

The Risk Management Policy can be accessed on the Company's website at <https://www.lloyds.in/policies/>

The Policy has been formed by the Board in their Meeting held on 11th February, 2022 and reviewed in their Meeting held on 16th March, 2023.

Risk Management Committee

The Company has formed its Risk Management Committee. The constitution of the Committee is as below:

- Mr. Rajesh Gupta, Non-Executive Promoter Director, Chairman
- Mr. Madhur Gupta, Non-Executive Promoter Director, Member
- Mr. Devidas Kambale, Independent Director, Member
- Mr. Jagannath Dange, Independent Director, Member

As per Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the requirements and compliances of Risk Management Committee were applicable to the Company for the F.Y. 2022-23.

Nomination and Remuneration Policy

In line with the requirements of Section 178 Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Nomination & Remuneration Policy.

The Nomination & Remuneration policy provides guidelines to the Nomination & Remuneration Committee relating to the Appointment, Removal & Remuneration of Directors, Key Managerial Personnel and Senior Management. This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (Executive / Non-Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees. It also provides the manner for effective evaluation of performance of Board, its Committees' and Individual Directors.

The Nomination and Remuneration Policy can be accessed on the company's website at <https://www.lloyds.in/policies/>

Nomination and Remuneration Committee

The Company has re-constituted its Nomination and Remuneration Management Committee in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The current constitution of the Committee is as below:

- Mr. Jagannath Dange, Independent Director, Chairman
- Mr. Rajesh Gupta, Non-Executive Promoter Director, Member*
- Mr. Devidas Kambale, Independent Director, Member
- Mr. Madhur Gupta, Non-Executive Promoter Director, Member*

**Mr. Rajesh Gupta ceased to be a Member of the Committee w.e.f. 20th January, 2023 and Mr. Madhur Gupta became a Member of the Company w.e.f. 20th January, 2023*

Policy for Determination of Materiality of an Event or Information

In line with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy for determination of materiality-based events.

The Policy for Determination of materiality of an event or information policy can be accessed on the Company's website at <https://www.lloyds.in/policies/>

Policy on Preservation of Documents

In pursuant to Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted the policy on preservation of the documents.

The policy on preservation of documents can be accessed on the Company's website at <https://www.lloyds.in/policies/>

Insider Trading - Code of Conduct

In pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted an Insider Trading Code. The Code provides framework for dealing with the securities of Company in mandated manner.

The above Insider Trading-code of conduct can be accessed on the company's website at <https://www.lloyds.in/policies/>

Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI")

In pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In pursuant to this regulation, the Company has adopted the Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI").

Policy for procedure of Inquiry in case of Leak of Unpublished Price Sensitive information ("UPSI") can be accessed on the Company's website at <https://www.lloyds.in/policies/>

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated an Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which includes therein the policy for determination of "Legitimate purposes for sharing UPSI"

The Code of Practices and Procedures for Fair Disclosure of the Unpublished Price Sensitive Information can be accessed on the company's website at <https://www.lloyds.in/policies/>

Corporate Social Responsibility Policy

The Corporate Social Responsibility Policy (hereinafter "CSR Policy") of the Company has been prepared pursuant to Section 135 of the Companies Act, 2013 and the Company (Corporate Social Responsibilities) Rules 2014. The CSR policy serves as the referral document for all CSR related activities of the Company. The CSR Policy relates to the activities to be undertaken by the Company as specified in Schedule VII and other amendments / circulars thereon of the Companies Act, 2013.

The CSR Policy can be accessed on the Company's website at <https://www.lloyds.in/policies/>

The Company has a 100% Wholly-Owned Subsidiary viz., "Lloyds Infinite Foundation". Going forward the Company will be carrying out its major CSR activities through the Foundation.

Corporate Social Responsibility Committee

The Company has re-constituted its Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act, 2013 the current constitution of the Committee is as below:

- a. Mr. Devidas Kambale, Independent Director, Chairman
- b. Mr. Rajesh R. Gupta, Non-Executive Promoter Director, Member
- c. Mr. Ramesh Luharuka, Independent Director, Member

The disclosures with respect to CSR activities are given in "Annexure - II".

CORPORATE GOVERNANCE

The Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with. As per Regulation 34(3) Read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance, together with a certificate from the Company's Statutory Auditors, forms part of this Report.

AUDITORS**Statutory Auditor**

Pursuant to Section 139 of the Companies Act, 2013 and the Rules made there under, the current Statutory Auditor of the Company M/s. Tadarwal & Tadarwal LLP, Chartered Accountants (FRN: 111009W/W100231) have been appointed for a period of 05 (five) years i.e., one term pursuant to Section 139 of the Companies Act, 2013 pursuant to the Members approval at the 45th Annual General Meeting till the conclusion of 50th Annual General Meeting (for one term of

five years), at a remuneration as may be mutually decided between the Board of Directors and the Auditors.

Further provision of ratification of appointment of statutory auditor every year has been omitted by the Companies (Amendment) Act, 2017 effective from 07th May, 2018.

Statutory Audit Report

During the F.Y. 2022-23 there was no fraud occurred, noticed and/or reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time).

The observations made by the Statutory Auditor in their Audit Report read with the relevant notes thereof as stated in the Notes to the Audited Financial Statements of Company for the Financial Year ended 31st March, 2023 are self-explanatory and being devoid of any reservation(s), qualification(s) or adverse remark(s) etc. and hence, do not call for any further information(s)/ explanation(s) or comments from the Board under Section 134(3)(f)(i) of the Companies Act, 2013.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Mitesh J. Shah & Associates, Practicing Company Secretary (Membership No.: F10070, CP No.: 12891) as the Secretarial Auditor of the Company to conduct Secretarial Audit for the F. Y. 2023-24.

Secretarial Audit Report

As required under provisions of Section 204 of the Companies Act, 2013, the report in respect of the Secretarial Audit carried out by M/s. Maharshi Ganatra & Associates, Practicing Company Secretary (Membership No.: 11332, CP No.: 14520), in Form MR-3 for the F.Y. 2022-23 is annexed hereto marked as “Annexure - VI” and forms part of this Report. The said Secretarial Audit Report being devoid of any reservation(s), adverse remark(s) and qualification(s) etc. does not call for any further explanation(s)/ information or comment(s) from the Board under Section 134(3) (f)(ii) of the Companies Act, 2013.

Cost Auditor

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records of the Company.

The Board of Directors, on the recommendation of Audit Committee, has appointed M/s Singh M K & Associates, Cost Accountants as Cost Auditor to audit the cost accounts

of the Company for the F.Y. 2023-24 at a remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) per annum. As required under the Companies Act, 2013 a resolution seeking members approval for the remuneration payable to the Cost Auditors forms part of the Notice convening the Annual General Meeting.

Cost Audit Report

The Cost audit report for the F.Y. 2021-22 was filed with the Ministry of Corporate Affairs.

MAINTENANCE OF COST RECORDS

The Company has maintained required cost accounts and records as prescribed under Section 148(1) of the Companies Act, 2013.

INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED

The Company has not given any loan to any person or other Body Corporate or given any guarantee or provided any security in connection with a loan to any other person or body corporate pursuant to Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Particulars of contracts or arrangements or transactions with the related parties referred to in Section 188 of the Companies Act, 2013, in the prescribed form AOC-2, are enclosed with this report as “Annexure - III”.

There were no materially significant Related Party Transactions entered by the Company which may have a potential conflict with the interest of Company. All related party transaction(s) are first placed before Audit Committee for approval and thereafter such transactions are also placed before the Board for seeking their approval. The details of Related Party Transactions, as required pursuant to respective Indian Accounting Standards, have been stated in Note No. 32 to the Audited Financial Statement of Company forming part of this Annual Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act,

2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed hereto marked as “**Annexure - IV**” and forms part of this report.

DISCLOSURE RELATING TO EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DISCLOSURE RELATING TO SWEAT EQUITY SHARES

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company confirms compliance with the applicable requirements of Secretarial Standards 1 and 2.

DEPOSITS

During the year under review, the Company has neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as “Deposits” in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company’s operations in future.

CREDIT RATING

Your Company’s credit ratings, as on March 31, 2023, obtained from Brickwork Ratings are as follows:

Facility	Amount (₹ In crores)		Tenure	Rating#	
	Previous	Present		Previous (August, 2021)	Present
Fund Based					
Term Loan-Out-standing	78.01	65.12	Long Term	BWR BBB/ Stable Upgraded	BWR BBB+/Stable Upgraded
Cash Credit – Sanctioned	10	10			
Cash Credit – Proposed	11.99	24.88			
Total	100	100			

#Please refer to BWR website www.brickworkratings.com for definition of the rating assigned

However, as on 31st March, 2023 your Company is a net zero debt free Company.

PREVENTION OF SEXUAL HARASSMENT

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been provided in the Report on Corporate Governance.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The Information on conservation of energy, technology absorption, foreign exchange earnings and out go, which is required to be given pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Account) Rules, 2014 is annexed hereto marked as “**Annexure - V**” and forms part of this report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (“BRSR”)

In terms of Regulation 34(2)(f) of the SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations 2015, the Company’s Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective forms part of this Report as **Annexure – VII** and has been hosted on the website of the Company at the following Link: <https://www.lloyds.in/>

ANNUAL RETURN

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the weblink <http://www.lloyds.in/>

LISTING FEES

The listing fees payable for the F.Y. 2023-24 has been paid to BSE Limited and Metropolitan Stock Exchange of India Limited within due date.

UNCLAIMED SUSPENSE ACCOUNT

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year		Number of shareholders who approached issuer for transfer of shares from suspense account during the year		Number of shareholders to whom shares were transferred from suspense account during the year		Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	
Nos. of holders	Nos. of Shares	Nos. of holders	Nos. of Shares	Nos. of holders	Nos. of Shares	Nos. of holders	Nos. of Shares
2,533	2,906,350	46	56,500	46	56,500	2,487	2,849,850

ACKNOWLEDGEMENT

Your Directors' place on record their sincere appreciation and gratitude for the assistance and generous support extended by all Government authorities, Financial Institutions, Banks, Customers and Vendors during the year under review. Your Directors' wish to express their immense appreciation for the devotion, commitment and contribution shown by the employees of the company while discharging their duties.

For and on behalf of the Board of Directors
Lloyds Metals and Energy Limited

Date: 25th April, 2023
 Place: Mumbai

Mukesh Gupta
 Chairman
 DIN: 00028347

Annexure I
FORM NO. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

Part A: Subsidiaries

(₹ In Crores except for Share Capital data)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	<div> <div>a. Thriveni Earthmovers Private Limited*</div> <div>b. Lloyds Infinite Foundation**</div> </div>
		<div> <div>Thriveni Lloyds Mining Private Limited</div> <div>Lloyds Infinite Foundation</div> </div>
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A.
4.	Share Capital	10,000 Equity Shares of ₹ 10/- each amounting to ₹ 1,00,000
5.	Reserves & Surplus	0.14
6.	Total Assets	0.32
7.	Total Liabilities	0.17
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	(0.005)
11.	Provision for taxation	NIL
12.	Profit after taxation	(0.005)
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

*Subsidiary w.e.f. 18th October, 2022

**Subsidiary w.e.f. 20th January, 2023

- Names of subsidiaries which are yet to commence operations - None
- Names of subsidiaries which have been liquidated or sold during the year - None

Part B: Associates and Joint Ventures

(₹ in Crores except for Share Capital data)

Name of Associates / Joint Ventures	Latest Audited Balance Sheet Date	Date on which the Associate or / Joint Ventures was associated or acquired	Shares of Associate/Joint Ventures held by the company on the year end			Net-worth	Description of how there is significant influence	Reason why the Associate / Joint Ventures is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet		Profit/Loss for the year	
			Nos.	Amount of Investment in Associates / Joint Ventures	Extent of Holding %						Considered in Consolidation	Not Considered in Consolidation
Thriveni Lloyds Mining Private Limited**	31 st March, 2023*	28 th May, 2020	4,000	40,000	40%	₹	Due to percentage of Shareholding	N. A.	0.15*	0.0006	0.0009	

* Based on the unaudited accounts for the Year 2022-23

**Joint Venture upto 19th January, 2023 and 100% Wholly Owned Subsidiary w.e.f. 20th January, 2023

- Names of associates or joint ventures which are yet to commence operations - None
- Names of associates or joint ventures which have been liquidated or sold during the year - None

For and behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Babulal Agarwal
Managing Director
DIN: 00029389

Mukesh Gupta
Director
DIN: 00028347

Riyaz Shaikh
Chief Financial Officer

Trushali Shah
Company Secretary
ACS: 61489

Date: 25th April, 2023
Place: Mumbai

Annexure II
ANNUAL REPORT ON CSR ACTIVITIES
1. A brief outline on CSR Policy of the Company:

The Company is actively working towards providing education support to the poor students, making available fresh drinking water, meeting the medical requirements, food and clothing for hungry and poor people in rural areas around the Surjagarh, Konsari and Chandrapur districts of the State of Maharashtra.

2. Current Composition of CSR Committee:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Devidas Kambale	Chairman - Non-Executive Independent Director	01	01
2.	Mr. Rajesh Gupta	Member - Non-Executive Non-Independent Director	01	01
3.	Mr. Ramesh Luharuka	Member - Independent Director	01	01

3. The web-link where composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: The said information is available at: **www.lloyds.in**

4. The details of Impact assessment of CSR projects carried out in pursuance of sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: **Not Applicable**

5. a. Average net profit of the Company as per Section 135(5): ₹ **34.24 Crores**
- b. Two percent of average net-profit of the Company as per Section 135(5): ₹ **0.68 Crores**
- c. Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: ₹ **0.48 Crores**
- d. Amount required to be set-off for the financial year, if any.: **NIL**
- e. Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ **0.68 Crores**

6. a. Amount spent on CSR Projects (both ongoing project and other than ongoing project):
- b. Amount spent in Administrative overheads: **NIL**
- c. Amount spent on Impact Assessment, if applicable: **NIL**
- d. Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ **1.16 Crores**
- e. CSR amount spent or unspent for the financial year:

Amount unspent (in ₹)					
Total Amount Spent for the Financial Year. (in ₹)	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
NIL					

- a. Excess amount for set-off, if any:

Sr. No.	Particulars	Amount (in ₹ Crores)
1.		
i.	Two percent of average net profit of the Company as per Section 135(5)	34.24
ii.	Total amount spent for the Financial Year	1.16
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	0.48
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v.	Amount available for set-off in succeeding Financial Years [(iii)-(iv)]	0.48

- b. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: **NIL**

1.	2.	3.	4.	5.	6.	7.	8.
Sr. No.	Preceding Financial Year (s)	Amount transferred to unspent CSR account under section 135(6) (in ₹)	Balance amount in unspent CSR account under section 135(6) (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to section 135(5), if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
1.	F.Y. – 1	NIL					
2.	F.Y. – 2						
3.	F.Y. – 3						

- c. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1.	2.	3.	4.	5.	6.		
					CSR Registration Number, if applicable	Name	Registered address

N.A.

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

- d. Specify the reason(s) if the Company has failed to spend two percent of the average net profit as per section 135(5): **N.A.**

Date: 25th April, 2023
Place: Mumbai

Babulal Agarwal
Managing Director
DIN: 00029389

Devidas Kambale
Chairman - CSR committee
DIN: 00020656

Annexure III
RELATED PARTY TRANSACTIONS
FORM No. AOC-2

(Pursuant to clause (h) of subsection (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with the related parties referred to in sub-section 188(1) of the Companies Act, 2013 including certain arms-length transaction under third proviso thereto.

1. Details of Contracts or Arrangements or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions not at Arm's Length basis for the financial year ended 31st March, 2023.

2. Details of Contracts or Arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details	Details	Details	Details	Details
a.	Name (s) of the Related Party	Trofi Chain Factory Private Limited	Thriveni Logistics Services LLP	Lloyds Infinite Foundation	Mandovi River Pellets Private Limited	Brahmani River Pellets Limited
b.	Nature of Relationship	i. Shreekrishna Gupta, Promoter of the Company is also a Director of Trofi Chain Factory Private Limited ii. Madhur Gupta, Director & Promoter of the Company is also a Director of Trofi Chain Factory Private Limited	i. Mr. Balasubramanian Prabhakaran, Director of the Company, is a Significant Beneficial Owner in Thriveni Logistics Services LLP	100% Wholly owned Subsidiary of the Company	i. Mr. Balasubramanian Prabhakaran, Director of the Company is a Director and Member in the Mandovi River Pellets Private Limited	i. Mr. Balasubramanian Prabhakaran, Director of the Company, is a Significant Beneficial Owner in Thriveni Logistics Services LLP
c.	Nature of Contracts / Arrangements / Transaction	Staff Welfare Expenses	Purchase of goods or services	Donation for CSR expenses	Purchase of goods or services	Purchase of goods or services
d.	Duration of the Contracts/ Arrangements/ Transaction	No specific duration	No specific duration	No specific duration	No specific duration	No specific duration
e.	Salient terms of the Contracts or Arrangements or Transaction including the value, if any	Nature of Contract or Arrangement: Staff Welfare Expenses Particulars of contract or arrangement: The transactions relate to purchase of pizza and other food / edible items for the staff / employees of the Company which are governed by the Company's Related Party Transaction Policy and are within the overall limits as approved by the Audit Committee and the Board of Directors of the Company of ₹ 3000 (Rupees Three Thousand Only) and are at all times on arms' lengths basis and in the ordinary course of the Company's business	Nature of Contract or Arrangement: Order for logistics services Particulars of contract or arrangement: The transactions relate to logistics services which are governed by the Company's Related Party Transaction Policy and are within the overall limits as approved by the Audit Committee and the Board of Directors of the Company of ₹ 0.53 Crores (Rupees Fifty-Three Crores and Nine Thousand Only) and are at all times on arms' lengths basis and in the ordinary course of the Company's business	Nature of Contract or Arrangement: Donation for CSR contribution of the Company Particulars of contract or arrangement: The transactions relate to contribution for CSR purposes of the Company which are governed by the Company's Related Party Transaction Policy and are within the overall limits as approved by the Audit Committee and the Board of Directors of the Company of ₹ 60 Crores (Rupees Sixty Crores Only) and are at all times on arms' lengths basis and in the ordinary course of the Company's business	Nature of Contract or Arrangement: Order for sale iron ore and purchase of iron ore pellets Particulars of contract or arrangement: The transactions relate to sale of iron ore and purchase of iron ore pellets which are governed by the Company's Related Party Transaction Policy and are within the overall limits as approved by the Audit Committee and the Board of Directors of the Company of ₹ 60 Crores (Rupees Sixty Crores Only) and are at all times on arms' lengths basis and in the ordinary course of the Company's business	Nature of Contract or Arrangement: Order for sale iron ore and purchase of iron ore pellets Particulars of contract or arrangement: The transactions relate to sale of iron ore and purchase of iron ore pellets which are governed by the Company's Related Party Transaction Policy and are within the overall limits as approved by the Audit Committee and the Board of Directors of the Company of ₹ 30 Crores (Rupees Sixty Crores Only) and are at all times on arms' lengths basis and in the ordinary course of the Company's business

Sr. No.	Particulars	Details	Details	Details	Details	Details
f.	Date of approval by the Board	29 th April, 2022	29 th April, 2022	18 th October, 2022	16 th March, 2023	16 th March, 2023
g.	Amount paid as advances, if any	NIL	NIL	NIL	NIL	NIL

3. Details of material contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details	Details	Details
a.	Name (s) of the Related Party	Thriveni Lloyds Mining Private Limited	Thriveni Earthmovers Private Limited	Lloyds Steels Industries Limited
b.	Nature of Relationship	<p>a. Thriveni Lloyds Mining Private Limited is the Joint Venture of the Company upto 19th January, 2022 and a subsidiary w.e.f. 20th January, 2023</p> <p>b. Mr. Balasubramanian Prabhakaran, Director and Mr. Mukesh Gupta, Director of Thriveni Lloyds Mining Private Limited are also an Additional Non-Executive Non-Independent Director and Non-Executive Non-Independent Promoter Director respectively of the Company</p>	<p>a. Thriveni Earthmovers Private Limited is the Promoter of the Company w.e.f. 28th June, 2021</p> <p>b. Mr. Balasubramanian Prabhakaran, Managing Director of Thriveni Earthmovers Private Limited is also an Additional Non-Executive Non-Independent Director of the Company</p>	<p>a. Mr. Mukesh Gupta is the Whole Time Director and Promoter of Lloyds Steels Industries Limited and also Chairman and Promoter Director of Lloyds Metals and Energy Limited</p> <p>b. Mr. Rajesh Gupta, Director & Promoter of Lloyds Metals and Energy Limited is a Promoter of Lloyds Steels Industries Limited.</p> <p>c. Mr. Madhur Gupta, being the Director of the Company is the relative of Mr. Rajesh Gupta.</p>
c.	Nature of Contracts/ Arrangements/ Transaction	Order for Mining and Transportation of iron ore	<p>Nature of Contract or Arrangement: Order for Mining and Transportation of iron ore, supply of iron ore pellets, services in connection to construction and related activities.</p> <p>Particulars of contract or arrangement: The proposed transactions shall relate to Mining and Transportation of iron ore, supply of iron ore pellets, provision of services in connection to construction and related services through orders, which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee, Board of Directors and Members of the Company. Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business and in due course of time a Mine Developer & Operator ("MDO") Agreement will be signed between the parties</p>	<p>Nature of contract or arrangement: Purchase/sale/supply or procurement of goods/machinery/ materials and availing/rendering of various services.</p> <p>Particulars of contract or arrangement: As per the terms of the respective contracts or arrangements entered into with Lloyds Steels Industries Limited</p>
d.	Duration of the Contracts/ Arrangements/ Transaction	As may be mentioned specifically in each order	As may be mentioned specifically in each order	As may be mentioned specifically in each order

Sr. No.	Particulars	Details	Details	Details
e.	Salient terms of the Contracts or Arrangements or Transaction including the value, if any	The transactions relate to mining and transportation of iron ore through orders, which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee, Board of Directors and Members of the Company. Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business. The estimated monetary value of the aggregate transaction(s) shall not exceed ₹ 750 Crores (Rupees Seven Hundred and Fifty crores only)	The transactions relate to mining and transportation of iron ore through orders, which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee, Board of Directors and Members of the Company. Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business. The estimated monetary value of the aggregate transaction(s) shall not exceed ₹ 2,000 Crores/- (Rupees Two Thousand Crores only)	The transactions relate to purchase/sale/supply or procurement of goods/machinery/ materials and availing/rendering of various services, which will be governed by the Company's Related Party Transaction Policy and shall be within the overall limits as approved by the Audit Committee, Board of Directors and Members of the Company. Such transactions would at all times be on arms' lengths basis and in the ordinary course of the Company's business. The estimated monetary value of the aggregate transaction(s) shall not exceed ₹ 1,100 Crores/- (Rupees One Thousand and One Hundred Crores only)
f.	Date of approval by the Board	13 th August, 2021	08 th September, 2021	08 th September, 2021
g.	Amount paid as advances, if any	NIL	₹ 833.36 Crores	₹ 288.22 Crores

For and on Behalf of the Board of Directors
Lloyds Metals and Energy Limited

Mukesh Gupta
Chairman
DIN: 00028347

Date: 25th April, 2023
Place: Mumbai

Annexure -IV

PARTICULARS OF EMPLOYEES INFORMATION AS PER RULE 5(2) & 5(3) OF CHAPTER XIII, THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014**Top Ten Employees in terms of remuneration drawn during the year**

(₹ In Crores)

Sr. No.	Name	Designation / Nature of Duties	Remuneration	Qualification	Experience (in years)	Date of Commencement of Employment	Age (in years)	Last Employment Held	Percentage of equity shares held by the Employee in the Company	Whether such Employee is a Relative of any Director and / or Manager of the Company
1	Pramodkumar Gupta*	Senior Vice President - Operations	1.50	B.E-Mechanical	29	02 nd September, 2019	61	Essar Steel India Limited (Hazira, Gujarat)	NIL	No
2	Venkateswaran S *	Executive Director-Operations	1.30	B.A Co-Operative	30	19 th November, 1991	53	Thirveni Earthmovers Private Limited	NIL	No
3	Riyaz Shaikh*	Chief Financial Officer	1.31	B.Com, PGDBA	30	14 th June, 1996	49	Lloyds Steels Industries Limited	0.03%	No
4	Kamal Kant*	Executive Director (Stakeholder Management)	1.18	B.E/B. Tech-Civil	28	07 th March, 2017	63	RIO TINTO (Bhopal)	NIL	No
5	Dinesh Kumar Patidar*	Unit Head- Ghugus-Projects	1.08	B.E. Electrical	37	01 st April, 1993	60	UGML Wardha	0.03%	No
6	Prashant Puri	Vice President-Commercial	0.98	B.E-Mechanical	33	08 th January, 1989	55	Indrajit Properties Private Limited	0.02%	No
7	Rama Raman Satapathy	Executive Director - Exploration & Beneficiation	0.97	B.E-Mechanical	33	01 st December, 2022	57	Thirveni Earthmovers Private Limited	NIL	No
8	T. A. Bhaskar	Executive Director - Productions	0.96	Diploma in Mining Engineering & First Class Mines Manage	33	01 st January, 2020	62	Thirveni Earthmovers Private Limited	NIL	No
9	Murugesan M	Senior Vice President - Research & Development	0.82	Graduate	35	16 th May, 1993	48	Thirveni Earthmovers Private Limited	NIL	No
10	Sumit Agrawal	General Manager - Commercial	0.79	CA	23	12 th February, 2016	44	Uttam Energy and Steel	0.03%	No

Notes:**1. Details of Employees who were :**

- (A) Employed throughout the Financial Year under review and in receipt of remuneration for the Financial Year in the aggregate of not less than ₹ 1,02,00,000 per annum.
- (B) The above aetrik (*) marked employees have been in receipt of remuneration for the financial year in the aggregaret of not less than ₹ 1,02,00,000 per annum
- (C) Employed for the part of the Financial Year under review and in receipt of remuneration at the rate of not less than ₹ 8,50,000/- per month: NIL

- The above listed employees are employed either throughout the financial year or part thereof are in receipt of remuneration which in the aggregate is in excess of that drawn by the Managing Director of the Company
- The aforementioned employees have/ had permanent employment contracts with the Company.

Annexure - IV
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the F.Y. 2022-23 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the F.Y. 2022-23 are as under:

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for F.Y. 2022-23 (in ₹)	% increase in Remuneration in the F.Y. 2022-23	Ratio of Remuneration of each Director / to median remuneration of employees
1.	Mr. Babulal Agarwal Managing Director	65,00,004	NIL	12.62
2.	Mr. Riyaz Shaikh Chief Financial Officer	1,31,86,896	(45.68%) (Decrease in remuneration is due less number of ESOP's being vested in FY 2022-23)	Not Applicable
3.	Ms. Trushali Shah Company Secretary and Compliance Officer	5,67,775	11%	

Note: Except Key Managerial Personnel i.e., Managing Director, Chief Financial officer and Company Secretary, no other directors received any remuneration from the Company other than sitting fees for attending Board Meetings and Committees Meetings.

- ii. In the Financial Year, there was an increase by 62.54% in the median remuneration of Employees.
- iii. There were 631 permanent employees on the pay rolls of Company as on 31st March, 2023.
- iv. Average percentage increase in the salaries of employees other than the managerial personnel in FY 2022-23 was 15%
- v. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Annexure - V

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

A. Conservation of Energy

i. The steps taken or impact on conservation of energy

The Company has installed at its Ghugus Plant facility automatic switching of lighting system by providing timer switches at all the lighting control panels to optimize the required illumination and conserving its energy consumption. Further the Company has replaced its conventional lighting fixtures with Energy Efficient LED Lamps in plant lighting, field as well as office lighting which contributes in reduction of electrical energy consumption.

At its Konsari plant location, the Project Office, the vehicle parking shed is fixed with solar panels for 200KW power generation. Furthermore, to save energy VFD (Variable Frequency Drives) are being taken on LT drives. There are twelve 75KW induction motors which will be used for 2x95TPD DRI Project. All these drives are provided with VFD. There are two 30KW drives provided with VFD. There are two 11KW drives provided with VFD. There are sixteen weigh feeders provided with VFD. This will save power.

At its Surjagarh, Mining location the Company has used LED Bulbs and tube lights in all the rooms and offices and Capacitor Bank is being used in substation for energy saving.

General servicing and maintenance for energy servicing is being carried out by the Company at its various locations.

B. Technology Absorption

i. The efforts made towards technology absorption;

At the Ghugus Plant location of the Company machine online vibration is being monitored which might bring efficiency in its Kiln operation.

At the Konsari Plant location of the Company all motors are IE3 efficient. This will help in low power consumption and benefits like product improvement, cost reduction with primary benefit being reduction in power consumption.

Adoption of new technologies will result in significant product improvements in terms of quality, functionality, performance and features. Technology adoption will allow for more efficient and streamlined processes, resulting in cost savings. The new technologies will lead to environmental benefits, such as reduced energy consumption, lower emissions and reduced waste. The Company strongly believes that technology exploitation can contribute to sustainable practices and environmental stewardship, aligning organizations with increasing regulatory requirements and societal expectations.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution

Attempts have been made to smoothen quality and process parameters across its operations to reduce off grades and thus, higher profitability and lesser off grade.

iii. The Company during the year has imported foreign technology from AUSENCO PSI, INC for its conceptual study of the proposed 10MTPA iron ore slurry pipeline from its Surjagarh Mining location to its Konsari plant amounting to USD 65,000.

The Company during the year has also imported foreign technology from NEWFER GMBH for its engineering and technical services of its proposed pellet plant amounting to EUR 97,500.

C. Foreign exchange earnings and Outgo:

(in ₹ Crores)

Particulars	2022-23	2021-22
Foreign Exchange earned in terms of Actual Inflows	0.40	2.34
Foreign Exchange outgo in terms of Actual Outflows- Travelling Expenses	3.47	0.47

For and on behalf of the Board of Directors
Lloyds Metals and Energy Limited

Mukesh Gupta

Chairman

DIN: 00028347

Date: 25th April, 2023

Place: Mumbai

Annexure VI

Form No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,

**Lloyds Metals and Energy Limited,
CIN: L40300MH1977PLC019594
Plot No.: A 1-2, MIDC, Area Ghugus,
City: Chandrapur, Pin Code: 442505,
State: Maharashtra, Country: India.**

Also at;

A-2, 2nd Floor, Madhu Estate, Pandurang,
Budhkar Marg, Lower Parel, City: Mumbai,
Pin Code: 400013, State: Maharashtra,
Country: India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lloyds Metals and Energy Limited** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, and subject to letter annexed herewith, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Lloyds Metals and Energy Limited ("The Company") for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company)
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

As informed and certified by the management, the following are the specific laws which are applicable to the Company based on its section/industry

- (vi) The Employees Compensation Act, 1923
- (vii) Bombay Industrial Relation Act, 1946;
- (viii) Weekly Holiday Act, 1942;
- (ix) Industrial Employment (Standing Orders) Act, 1946;
- (x) Maharashtra Private Security Guards Act, 1981;
- (xi) Environment Protection Act, 1986 and other environmental laws;
- (xii) Factories Act, 1948;
- (xiii) Minimum Wages Act, 1948;
- (xiv) Payment of Bonus Act, 1965;
- (xv) Payment of Gratuity Act, 1972;
- (xvi) Payment of Wages Act, 1936 and other applicable labour laws.
- (xvii) Indian Boiler Regulations, 1950;
- (xviii) Indian Electricity Act, 2003

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable:

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the Board/ Committee decisions are taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company had following specific events/actions having a major bearing on the Company's affairs:

- (i) An open offer was made to the Company by 3 Acquirers: Thriveni Earthmovers Private Limited, Sky United LLP and Shree Global Tradefin Limited. Aggregate number of shares tendered and accepted as per the proposed open offer were 5,191 shares representing 0.001% of the total equity paid-up share capital of the Company.

I further report that during the audit period, there were no instances of:

- (i) Public / Right / Preferential issue of shares / debentures / sweat Equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

Signature:

Maharshi Ganatra

Company Secretary

FCS: 11332 | CP No.: 14520

UDIN: F011332E000175892

PR: 889/2020

Place: Mumbai

Date: April 24, 2023

*In view of MCA Circular No. 01/2023 dated January 9, 2023 read with General Circular No. 03/2023 and General Circular No. 04/2023, there was change in way of filing in Version 3 portal. Due to this technical glitch the forms that are filed within 300 days from the due date during the audit review period are considered as complied (Reference: Section 403 of the Companies Act, 2013).

This Report is to be read with our letter of even date which is annexed and forms an integral part of this report.

To,

**Lloyds Metals and Energy Limited,
CIN: L40300MH1977PLC019594
Plot No.: A 1-2, MIDC, Area Ghugus,
City: Chandrapur, Pin Code: 442505,
State: Maharashtra, Country: India.**

Also at;

A-2, 2nd Floor, Madhu Estate, Pandurang,
Budhkar Marg, Lower Parel, City: Mumbai,
Pin Code: 400013, State: Maharashtra,
Country: India

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Signature:

Maharshi Ganatra

Company Secretary

FCS: 11332 | CP No.: 14520

UDIN: F011332E000175892

PR: 889/2020

Place: Mumbai

Date: April 24, 2023

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH, 2023

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operation, and all its interactions with the stakeholders including shareholders, employees, customers, government and suppliers.

Your Company is in compliance with the requirements on Corporate Governance as they stood during F.Y. 2022-23.

A report on the compliances of Corporate Governance requirements under the Listing Regulations and the practices/ procedures followed by your Company for the financial year ended 31st March, 2023 is detailed below:

BOARD OF DIRECTORS AND ITS COMMITTEES:

1. Composition and Category of Directors / Attendance at Meetings / Directorships and Committee Memberships in other companies as on 31st March, 2023

Your Company has the combination of Executive and Non-Executive Directors in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The present strength of the Board of Directors is a mix of 12 (twelve) Non-Executive Directors including a Woman Director, and One Executive Director. Of the 11 (eleven) Non-Executive Directors, seven (07) Directors are Independent Directors.

The Chairman of the Board is a Non- Executive Promoter Director.

As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of Regulation 16(1)(b) of the Listing Regulations. Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under Regulation 26(1) of the Listing Regulations.

The Composition of Board of Directors as on 31st March, 2023 and other relevant details is as follows:

Sr. No.	Name and Designation (DIN)	Status / Category	Attendance in F.Y. 2022-23		Number of Directorships in other Companies		Com-mittee Membership and Chairmanship in other Public Companies\$		Share-holding in the Company
			Board Meetings (07 Meetings held)	AGM	Private	Public	Chairman-ship	Member-ship	
1.	Mr. Mukesh Gupta Chairman Director (DIN: 00028347)	Non-Executive Promoter Director	07	Yes	01	01	-	-	7,07,300
2.	Mr. Rajesh Gupta Director (DIN: 00028379)	Non-Executive Promoter Director	07	Yes	01	01	-	-	12,08,460
3.	Mr. Babulal Agarwal Managing Director (DIN: 00029389)	Managing Director	07	Yes	-	-	-	-	-
4.	Mr. Balasubramanian Prabhakaran (DIN: 01428366) Director	Non-Executive Promoter Director	06	No	19	-	-	-	-

Sr. No.	Name and Designation (DIN)	Status / Category	Attendance in F.Y. 2022-23		Number of Directorships in other Companies		Committee Membership and Chairmanship in other Public Companies\$		Share-holding in the Company
			Board Meetings (07 Meetings held)	AGM	Private	Public	Chairmanship	Membership	
5.	Mr. Madhur Gupta Director (DIN: 06735907)	Non-Executive Promoter Director	07	Yes	03	-	-	-	96,00,000
6.	Mr. Devidas Kambale Director (DIN: 00020656)	Non - Executive Independent Director	07	Yes	01	01	-	01	-
7.	Mr. Jagannath Dange Director (DIN: 01569430)	Non - Executive Independent Director	07	Yes	02	01	-	02	-
8.	Mrs. Bhagyam Ramani Director (DIN:00107097)	Non - Executive Independent Women Director	07	Yes	-	04	02	04	-
9.	Mr. Ramesh Luharuka (DIN: 00001380) Director	Non - Executive Independent Director	07	Yes	01	-	01	01	-
10.	Dr. Seema Saini (DIN: 09539941) Director	Non - Executive Independent Director	05	Yes	-	-	-	-	-
11.	Dr. Satish Wate (DIN: 07792398) (w.e.f. 20 th January, 2023)	Non - Executive Independent Director	02	N.A.	02	04	02	01	-
12.	Mr. Subbarao Munnang (DIN: 06495576) (w.e.f. 16 th March, 2023)	Non - Executive Independent Director	01	N.A.	-	-	-	-	-

\$Includes only Audit Committee and Shareholders' / Investors' Grievance Committee in all public limited companies (whether listed or not) and excludes Lloyds Metals and Energy Limited, Private Limited companies, Foreign Companies and Section 8 Companies.

Convertible Instruments held by Non -Executive Directors:

As on 31st March, 2023, the Non- Executive Directors of the Company are not holding any Convertible instruments.

Relationship between the Directors inter-se

Mr. Babulal Agarwal is the maternal uncle of Mr. Rajesh Gupta and Mr. Mukesh Gupta

Mr. Rajesh Gupta and Mr. Mukesh Gupta are brothers

Mr. Madhur Gupta is the son of Mr. Rajesh Gupta

Mr. Mukesh Gupta is the uncle of Mr. Madhur Gupta

Mr. Balasubramanian Prabhakaran and Mr. Mukesh Gupta are Directors of Thriveni Lloyds Mining Private Limited, 100% Wholly Owned Subsidiary ("WOS") of the Company

Mr. Madhur Gupta and Mr. Rajesh Gupta are Directors of Lloyds Infinite Foundation, 100% Wholly Owned Subsidiary ("WOS") of the Company

None of the other Directors are related to each other.

The names of the listed entities where the person is a Director and the category of Directorship

Sr. No	Name and Designation (DIN)	Indian-Listed Companies	
		Name of the Company	Category of Directorship
1.	Mr. Mukesh Gupta	Lloyds Metals and Energy Limited	Non – Executive Promoter Director
		Lloyds Steels Industries Limited	Whole Time Director
2.	Mr. Rajesh Gupta	Lloyds Metals and Energy Limited	Non – Executive Promoter Director
		Shree Global Tradefin Limited	Chairman & Managing Director
3.	Mr. Babulal Agarwal	Lloyds Metals and Energy Limited	Managing Director
4.	Mr. Madhur Gupta Director	Lloyds Metals and Energy Limited	Non – Executive Promoter Director
5.	Mr. Devidas Kambale	Lloyds Metals and Energy Limited	Independent Director
		Sanghi Industries Limited	Independent Director
6.	Mr. Jagannath Dange	Lloyds Metals and Energy Limited	Independent Director
		Gujarat Foils Limited (Under liquidation)	Independent Director
7.	Mrs. Bhagyam Ramani	Lloyds Metals and Energy Limited	Independent Women Director
		Saurashtra Cement Limited	Independent Director
		Capri Global Capital Limited	
8.	Mr. Balasubramanian Prabhakaran	Lloyds Metals and Energy Limited	Non – Executive Promoter Director
9.	Mr. Ramesh Luharuka	Lloyds Metals and Energy Limited	Independent Director
10.	Dr. Seema Saini	Lloyds Metals and Energy Limited	Independent Director
11.	Dr. Satish Wate (DIN: 07792398) (w.e.f. 20th January, 2023)	Lloyds Metals and Energy Limited	Independent Director
		Shradha Infraprojects Limited	
		Ceinsys Tech Limited	
12.	Mr. Subbarao Munnang (DIN: 06495576) (w.e.f. 16th March, 2023)	Lloyds Metals and Energy Limited	Independent Director

2. Board & Independent Directors' Meeting

Board Meeting

The Board meets at regular intervals to discuss and decide on Company's business policies and forward strategies apart from other regular business matters. Board Meetings are usually held at the Corporate Office of the Company at Mumbai. During the financial year ended on 31st March, 2023, seven (07) Meetings of the Board of Directors were held on 29th April, 2022, 15th June, 2022, 15th July, 2022, 18th October, 2022, 15th November, 2022, 20th January, 2023, 16th March, 2023. Maximum time gap between two consecutive meetings had not exceeded 120 days.

The agenda and notes are circulated to the Directors in advance. All material information is included in the agenda for facilitating meaningful discussions at the meeting. In case of urgent necessity, resolutions are passed by circulation in accordance with the provisions of Companies Act, 2013. Business Unit heads and Senior Management Personnel make presentations to the Board. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.

The information as required under Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available periodically to the Board. The Board periodically reviews the compliance status of the Company.

Independent Director Meeting

During the year under review, the Independent Directors met on 16th March, 2023, inter alia, to:

- Review the performance of Non- Independent Directors, and the Board of Directors as a whole;

- b. Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- c. Assess the quality, content and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this meeting. The observations made by the Independent Directors have been adopted and put into force. The Independent Director's also met on 13th September, 2022.

Familiarization Programme for Independent Directors

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarized with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc.

The detail of such familiarization programme can be accessed on the Company's website at <https://www.lloyds.in/>

Board Committees

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Board of Directors has, from time to time, constituted the following Committees, namely:

Audit Committee

The Company has constituted Audit Committee in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Role of the Audit Committee, inter-alia, includes the following

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. Recommending the appointment, remuneration and terms of appointment of Statutory Auditors including cost auditors of the Company
3. Approving payment to Statutory Auditors, including Cost Auditors, for any other services rendered by them
4. Reviewing with the Management, the Annual Financial Statements and Auditors report thereon before submission to the Board for approval, with particular reference to:
 - I Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - I Changes, if any, in accounting policies and practices and reasons for the same;
 - I Major accounting entries involving estimates based on the exercise of judgment by the management;
 - I Significant adjustments made in financial statements arising out of audit findings;
 - I Compliance with listing and other legal requirements relating to financial statements;
 - I Disclosure of any related party transactions; and
 - I Modified opinions in draft audit report.
5. Reviewing, with the Management, the Quarterly Financial Statements before submission to the Board for approval
6. Monitoring and reviewing with the Management, the statement of uses/ application of funds raised through an issue (Public Issue, Rights Issue, Preferential Issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process
8. Approval or any subsequent modification of transactions of the Company with related parties
9. Scrutiny of inter-corporate loans and investments
10. Valuation of undertakings or assets of the Company, wherever it is necessary
11. Evaluation of internal financial controls and risk management systems
12. Reviewing, with the Management, the performance of statutory auditors and internal auditors, adequacy of internal control systems Formulating the scope, functioning, periodicity and methodology for conducting the internal audit
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
14. Discussion with internal auditors of any significant findings and follow-up thereon
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
17. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
18. To review the functioning of the Whistle Blower mechanism
19. Approval of appointment of the CFO (i.e., the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the following information:
 - I The Management Discussion and Analysis of financial condition and results of operations;
 - I Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - I Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - I Internal audit reports relating to internal control weaknesses; and
 - I Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s)
 - I Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

Powers of the Audit Committee

- a. To investigate any activity within its terms of reference
- b. To seek information from any employee
- c. To obtain outside legal or other professional advice
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary

Recommendations by the Audit Committee

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

The Composition of the Audit Committee and the details of meetings attended by the Directors during F.Y. 2022-23, are given below:

Sr. No.	Name of Directors	Status	Category	Meetings held (05 Meetings Held)	Meetings Attended
1.	Mr. Ramesh Luharuka	Chairman	Independent Director	05	05
2.	Mr. Jagannath Dange	Member	Independent Director	05	05
3.	Mr. Rajesh Gupta	Member	Non-Executive Non-Independent	05	05
4.	Mr. Devidas Kambale	Member	Independent Director	05	05

The Company Secretary acts as Secretary to the Audit Committee. During the year under review, the Audit Committee met five times on 20th April, 2022; 15th July, 2022; 18th October, 2022; 20th January, 2023 and 16th March, 2023.

Mr. Ramesh Luharuka, Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 13th August, 2022.

Audit Committee Meetings are attended by the Chief Financial Officer, Statutory Auditor and Internal Auditors. The Managing Director / other Members of the Board Senior Employees of the Company/ other persons are invited to the Meetings as and when required.

Nomination and Remuneration Committee

The Company has constituted Remuneration Committee as “Nomination and Remuneration Committee” in line with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has re-constituted its Nomination and Remuneration Committee in its Board meeting held on 20th January, 2023.

Terms of Reference of the Committee, inter alia, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees
- To formulate the criteria for evaluation of Independent Directors and the Board
- To decide whether to extend or continue the term of appointment of Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To devise a policy on Board diversity
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria
- To recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;

The Composition of the Nomination and Remuneration Committee and the details of meetings attended by the Directors during the F.Y. 2022-23 are given below:

Sr. No.	Name of Directors	Status	Category	Meetings held (04 Meetings Held)	Meetings Attended
1.	Mr. Jagannath Dange	Chairman	Non - Executive Independent	04	04
2.	Mr. Devidas Kambale	Member	Non - Executive Independent	04	04
3.	Mr. Rajesh Gupta	Member	Non - Executive Non-Independent	04	03*
4.	Mr. Madhur Gupta	Member	Non - Executive Non-Independent	04	01*

****Mr. Rajesh Gupta, Member of the Committee has ceased to be a part of the Committee and Mr. Madhur Gupta is now a part of the Committee w.e.f. 20th January, 2023.***

During the year under review, the Nomination and Remuneration Committee met four times on 15th November, 2021; 26th December, 2022; 20th January, 2023 and 16th March, 2023.

Mr. Jagannath Dange, Chairman of the Nomination and Remuneration Committee was present at the last Annual General held on 13th August, 2022.

Appointment and Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management

The Nomination and Remuneration Committee ("NRC") has adopted a policy which, inter alia, deals with the manner of selection of Board of Directors, Managing Director/Executive Director, other Key Managerial Personnel and their remuneration. The Nomination and Remuneration Policy can be accessed on the Company's website <https://www.lloyds.in/>

Performance Evaluation Criteria for ID's

The performance evaluation criteria for IDs are determined by the Nomination & Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by the director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgement.

Stakeholders' Relationship Committee

The Company has constituted "Stakeholders' Relationship Committee" in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for redressal of Shareholders' grievances like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.

Role of the Stakeholders' Relationship Committee, inter alia, includes the following

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The composition of the Stakeholders' Relationship Committee and the details of Meetings attended by the Directors during the F.Y. 2022-23 are given below:

Sr. No.	Name of Directors	Status	Category	Meetings held (01 Meeting Held)	Meetings Attended
1.	Mr. Rajesh Gupta	Chairman	Non – Executive Non-Independent Director	01	01
2.	Mr. Devidas Kambale	Member	Independent Director	01	01
3.	Mr. Ramesh Luharuka	Member	Independent Director	01	01

Mr. Rajesh Gupta, Non-Executive Director is heading the Committee and Ms. Trushali Shah, the Company Secretary, is the Compliance Officer under the Listing Regulations.

During the year under review, the Stakeholders' Relationship Committee met once on 16th March, 2023.

Mr. Rajesh Gupta, Chairman of the Stakeholders' Relationship Committee was present at the last Annual General Meeting of the Company held on 13th August, 2022.

Report on number of shareholder complaints received and resolved by the Company during the year ended 31st March, 2023

No. of complaints pending as on 01 st April, 2022	0
No. of complaints identified and reported during F.Y. 2022-23	15
No. of complaints disposed of during the year ended 31 st March, 2023	15
No. of pending complaints as on 31 st March, 2023	0

Corporate Social Responsibility ("CSR") Committee

The purpose and the role of Corporate Social Responsibility ("CSR") Committee of the Company is to

- formulate and recommend to the Board a CSR Policy indicating the activities to be undertaken by the Company,
- recommend the amount of expenditure to be incurred on the activities,
- recommend an action plan which shall include list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013, the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4 of The Companies (Corporate Social Responsibility Policy) Rules, 2014, the modalities of utilisation of funds and implementation schedules for the projects or programmes, monitoring and reporting mechanism for the projects or programmes, and details of need and impact assessment, if any, for the projects undertaken by the Company and
- monitor the CSR Policy of the Company from time to time
- monitor the CSR Activities of the Company from time to time

The Committee also encourages the employees to voluntarily participate in the CSR initiatives undertaken by the Company.

The CSR Policy can be accessed on the Company's website at <https://www.lloyds.in/>

The composition of the Corporate Social Responsibility Committee and the details of Meetings attended by the Directors during the F.Y. 2022-23 are given below:

Sr. No.	Name of Directors	Status	Category	Meetings held (01 Meetings Held)	Meetings Attended
1.	Mr. Devidas Kamble	Chairman	Independent Director	01	01
2.	Mr. Rajesh Gupta	Member	Non - Executive Promoter Director	01	01
3.	Mr. Ramesh Luharuka	Member	Independent Director	01	01

During the year under review, the Corporate Social Responsibility Committee met 01 (one) time on 16th March, 2023. All the members were present in the Meeting.

Lloyds Infinite Foundation

The Company has incorporated a section 8 Company under the Companies Act, 2013, a wholly owned subsidiary ("WOS") viz, Lloyds Infinite Foundation ("LIF").

The main object of the Foundation is to promote, support, run, maintain and assist schools, colleges, research centres, other educational institutions and organisations including but not limited to vocational and non-vocational training centres.

Further, the Company will be undertaking its CSR activities via Foundation and will be building various school and other educational and ancillary facilities as well as also run the same.

Committee of Board of Directors

The Committee of Board of Directors was constituted by the Board of Directors of the Company for handling day-to-day operations and activities of the Company and to ensure smooth functioning and providing authority to executives / signatories for regular operations.

The composition of this Committee as on 31st March, 2023 and the details of meetings attended by the Directors are given below:

Sr. No.	Name of Directors	Status	Category	Meetings held	Meetings Attended
1.	Mr. Babulal Agarwal	Chairman	Managing Director	NIL	-
2.	Mr. Mukesh Gupta	Member	Non – Executive Promoter Director	NIL	-
3.	Mr. Rajesh Gupta	Member	Non – Executive Promoter Director	NIL	-
4.	Mrs. Bhagyam Ramani	Member	Independent Director	NIL	-
5.	Mr. Balasubramanian Prabhakaran	Member	Non – Executive Promoter Director	NIL	-

During the year under review, the Committee of Board of Directors has not met.

Share Transfer and Shareholder's/Investor's Grievance Committee

The Share Transfer and Shareholder's/Investor's Grievance Committee comprises of Mr. Babulal Agarwal, Mr. Mukesh Gupta and Mr. Rajesh Gupta as Members of the Committee. The Share Transfer and Shareholder's/Investor's Grievance Committee meets as and when required to consider the transfer proposals and attend to Investors' grievances, transmission of shares, split, consolidation, issue of duplicate share certificate, re-materialisation of shares etc.

Recommendations of Committees of Board of Directors:

During the year ended 31st March, 2023, all recommendations made by the Committees of the Board of Directors (viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Committee of Board of Directors) were accepted by the Board of the Company.

3. Directors' Appointment, Tenure and Remuneration

The Board of Directors in their Meeting held on 15th November, 2022 had approved and recommended to the Members of the Company re-appointment of Mr. Babulal Agarwal, Managing Director of the Company (DIN: 00029389) for a further period (01) one year w.e.f. 01st January, 2023 upto 31st December, 2023 (both days inclusive). The same was also recommended by the Nomination and Remuneration Committee of the Company in their Meeting held on 15th November, 2022. The Members of the Company passed the said resolution of re-appointment via postal ballot on 18th December, 2022.

The remuneration paid for the financial year ended 31st March, 2023 to Mr. Babulal Agarwal as the Managing Director of the Company is in accordance with the terms and conditions of his appointment. There is no provision for notice period and payment of severance fees.

Further, based on the recommendations of the Nomination and Remuneration Committee and in accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable SEBI Listing Regulations, the Board of Directors

appointed Dr. Satish Wate (DIN: 07792398) as an Additional Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 05 (five) years (i.e., one tenure) commencing from 20th January, 2023 to 19th January, 2028.

Further, based on the recommendations of the Nomination and Remuneration Committee and in accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable SEBI Listing Regulations, the Board of Directors appointed Mr. Subbarao Munnang (DIN: 06495576) as an Additional Independent Director of the Company, not liable to retire by rotation, for a period of 05 (five) years (i.e., one tenure) commencing from 16th March, 2023 to 15th March, 2028.

The Members of the Company had vide their Postal Ballot resolution dated 16th April, 2023 approved the appointment of Dr. Satish Wate and Mr. Subbarao Munnang as Independent Directors for one term of 05 years w.e.f. 20th January, 2023 and 16th March, 2023 respectively.

In terms of Section 152 read with Section 149(13) of the Companies Act, 2013, Mr. Madhur Gupta is liable to retire by rotation. The said Director has offered himself for reappointment. The resolution for the reappointment of Mr. Madhur Gupta is incorporated in the Notice of the ensuing Annual General Meeting. The brief profile and other information as required under Regulation 36(3) of the Listing Regulations relating to Mr. Madhur Gupta forms part of the Notice of the Annual General Meeting.

Details of remuneration / sitting fees paid to Executive and Non-Executive Directors for the year ended 31st March, 2023 is as follows:

Sr. No.	Name of the Director	Salary (in ₹)	Perquisites and allowances (in ₹)	Performance Linked Incentive (in ₹)	Sitting Fees\$ (in ₹)	Total (in ₹)	Stock options granted
1.	Mr. Babulal Agarwal	65,00,004	-	-	-	65,00,004	-
2.	Mr. Mukesh Gupta	-	-	-	14,000	14,000	-
3.	Mr. Rajesh Gupta	-	-	-	38,000	38,000	-
4.	Mr. Balasubramanian Prabhakaran	-	-	-	12,000	12,000	-
5.	Mr. Madhur Gupta	-	-	-	20,000	20,000	-
6.	Mr. Devidas Kambale	-	-	-	44,000	44,000	-
7.	Mr. Jagannath Dange	-	-	-	38,000	38,000	-
8.	Mrs. Bhagyam Ramani	-	-	-	18,000	18,000	-
9.	Mr. Ramesh Luharuka	-	-	-	32,000	32,000	-
10.	Dr. Seema Saini	-	-	-	12,000	12,000	-
11.	Dr. Satish Wate (w.e.f. 20 th January, 2023)	-	-	-	4,000	4,000	-
12.	Mr. Subbarao Venkata Munnang (w.e.f. 16 th March, 2023)	-	-	-	2,000	2,000	-

\$The Non-Executive Directors are paid only sitting fees on the recommendation of Nomination and Remuneration Committee.

Criteria of making payment to Non- Executive Directors

Criteria of making payments of sitting fees or commission to Non-Executive Directors can be accessed on the Company's website at www.lloyds.in under the heading "Policies".

Note: There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its directors.

4. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and in compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Key Managerial Personnel. The Directors expressed their satisfaction with the evaluation process.

5. Skills / Expertise / Competence of the Board of Directors of the Company

The following is the list of core skills / expertise / competencies possessed by the Board of Directors of the Company, which are essential for the functioning of the Company in an effective manner.

a. Market Exploration & Potential Marketing:

Experience in developing promotional strategies to increase the sales in the existing and explore potential market for the Company.

b. Service on the Boards of Various Companies:

Experience of serving on the Boards of different companies in order to develop insights about Corporate Governance, Management Responsibility, Protecting Stakeholders interest.

c. Financial Expertise:

Expertise in accounting and financial control functions. Possessing analytical skills. Expertise in preparation of financial strategies for the long-term growth of the business of the Company.

d. Law & Policies:

Awareness of the existing law and economic policies applicable to the Company thereby ensuring proper legal and statutory compliances and appropriate application of policies to the advantage of the Company.

e. Expansion, Modification & Updation:

A significant background about the technology applicable to the Company resulting in how to implement technological updates into the Business of the Company.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

Director	Market Exploration & Potential Marketing	Service on the Boards of Various Companies	Financial Expertise	Law & Policies	Expansion Modification & Updation
Mukesh Gupta Chairman	✓	✓	✓	✓	✓
Babulal Agarwal Managing Director	✓	-	✓	✓	✓
Rajesh Gupta Non – Executive Director	✓	✓	✓	✓	✓
Balasubramanian Prabhakaran Non – Executive Director	✓	✓	✓	✓	✓

Director	Market Exploration & Potential Marketing	Service on the Boards of Various Companies	Financial Expertise	Law & Policies	Expansion Modification & Updation
Madhur Gupta Non – Executive Director	✓	✓	✓	✓	✓
Devidas Kambale Independent Director	-	✓	✓	✓	✓
Jagannath Dange Independent Director	-	✓	✓	✓	✓
Bhagyam Ramani Independent Director	-	✓	✓	✓	✓
Ramesh Luharuka Independent Director	-	-	✓	✓	✓
Dr. Seema Saini Independent Director	✓	-	-	✓	-
Dr. Satish Wate Independent Director (w.e.f. 20 th January, 2023)	✓	✓	✓	✓	✓
Mr. Subbarao Venkata Munnang Independent Director (w.e.f. 16 th March, 2023)	✓	✓	✓	✓	✓

OTHER DISCLOSURES

1. Disclosures on Materially significant Related Party Transactions that may have potential conflict with the interests of listed entity at large;

During the year under review, there were no materially significant related party transactions that may have potential conflict with the interests of listed entity at large. The policy on dealing with related party transaction is placed on the Company's website at www.lloyds.in.

All transactions entered into with related parties as defined under the Act and Regulation 23 of the SEBI Listing Regulations, each as amended, during the year under review were on an arm's length price basis and in the ordinary course of business. These have been approved by the Audit Committee and forms part of the Annual Report in the prescribed form AOC-2 as "Annexure III".

2. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the aforesaid Act and the Rules framed thereunder, including constitution of the Internal Complaints Committee ("ICC"). The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees, etc.) are covered under this Policy. The Policy is gender neutral. During the year under review, no complaint of sexual harassment was filed with the Internal Complaints Committee.

3. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:

There have been no non-compliances, nor any penalties or strictures been imposed on your Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

4. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

The Company has formulated Whistle Blower Policy & established Vigil Mechanism for its directors and employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or ethics policy.

During the year under review no personnel have either approached the Audit Committee or been denied access to the Audit Committee.

5. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements. As regards the non-mandatory requirements they are complied with to the extent possible.

6. Web link where policy for determining material subsidiaries is disclosed

Not Applicable.

7. Weblink where policy on dealing with Related Party Transactions

<https://www.lloyds.in/policies/>

8. Disclosure of Commodity Price Risks and Commodity Hedging Activities:

Not Applicable

9. Details of total fees paid to statutory auditors

The details of total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor are as follows:

(₹ In Crores)

Type of Service	2022-23	2021-22
Audit fees	0.0275	0.0275
Tax Audit Fees & Certifications	0.0075	0.0075
Expenses Reimbursed	0.0336	0.0009
Cost Audit Fees	0.0030	0.0030
Secretarial Audit Fees	0.0060	0.0025
Total	0.0776	0.0414

DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

GENERAL SHAREHOLDERS INFORMATION

1. General Body Meeting**i. Annual General Meeting**

The Annual General Meeting of the Company for the F.Y. 2019-20, F.Y. 2020-21 and F.Y. 2021-22 was held through Video Conferencing ("VC") Other Audio Video Means ("OAVM") on the following dates and times, wherein the following special resolutions were passed:

Financial Year Ended	Date	Time	Brief Description of Special Resolution passed
31 st March, 2022	13 th August, 2022	11:00 a.m.	NIL
31 st March, 2021	14 th June, 2021	11:30 a.m.	Sale of Asset of the Company To Alter / Amend the Memorandum of Association of the Company Alteration of Articles of the Association of the Company To take approval to sell or dispose of undertakings under section 180(1)(a) of the Companies, Act, 2013 Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013 Issue of Equity Shares on Preferential Basis Issue of Optionally Fully Convertible Debentures ("ODCDs") on Preferential Basis
31 st March, 2020	15 th June, 2020	11:00 a.m.	Preferential Allotment of Convertible Warrants Preferential Allotment of Optionally Fully Convertible Debentures ("OFCD's")
31 st March, 2019	24 th July, 2019	12.30 p.m.	Re-appointment of Mr. Jagannath Dange as an Independent Non-Executive Director Re-appointment of Mr. Devidas Kambale as an Independent Non-Executive Director Re-appointment of Dr. Balram Singh as an Independent Non-Executive Director Re-appointment of Mrs. Bhagyam Ramani as an Independent Non-Executive Director Continuation of existing term of Mr. Shantanu Mohapatra, Independent Director of the Company upto 28 th December, 2019

ii. Extra Ordinary General Meeting ("EGM")

There were no Extra Ordinary General Meeting of the Company held during the last F.Y. 2022-23.

iii. Postal Ballot

During the F.Y. 2022-23, Company has passed the below resolutions through postal ballot:

Postal Ballot Notice dated	Weblink for the results of Postal Ballot along with the Scrutinizer's Report	Brief Description of the Special / Ordinary Resolutions passed
29 th April, 2022	Link for Postal Ballot Notice: www.lloyds.in Link for Scrutinizer's Report: www.lloyds.in	a. Issue of Optionally Fully Convertible Debentures ("OFCD's") on preferential basis on the terms which are set out in the explanatory statement attached to this notice b. Appointment of Mr. Balasubramanian Prabhakaran (DIN: 01428366) as a Non - Executive Director of the Company c. Appointment of Mr. Ramesh Luharuka (DIN: 00001380) as an Independent Director of the Company d. Appointment of Dr. Seema Saini (DIN: 09539941) as an Independent Director of the Company

Postal Ballot Notice dated	Weblink for the results of Postal Ballot along with the Scrutinizer's Report	Brief Description of the Special / Ordinary Resolutions passed
		e. Approval of Material Related Party Transaction(S) with Thriveni Earthmovers Private Limited ("TEMPL")
		f. Approval of Material Related Party Transaction(S) with Lloyds Steels Industries Limited ("LSIL")
15 th November, 2022	Link for Postal Ballot Notice: www.lloyds.in Link for Scrutinizer's Report: www.lloyds.in	a. Re-appointment of Mr. Babulal Agarwal (DIN: 00029389) as the Managing Director of the Company for a further period of one year
		b. To alter / amend the Main Object Clause of the Memorandum of Association of the Company
16 th March, 2023	Link for Postal Ballot Notice: www.lloyds.in Link for Scrutinizer's Report: www.lloyds.in	a. Appointment of Dr. Satish Ramchandra Wate (DIN: 07792398) as an Independent Director of the Company
		b. Appointment of Mr. Subbarao Venkata Munnang (DIN: 06495576) as an Independent Director of the Company

None of the businesses proposed to be transacted at the ensuing AGM require passing a Special Resolution through Postal Ballot as the Company is providing the facility to the Members to vote by electronic means in the manner provided under Section 108 of the Companies Act, 2013.

2. Company's Means of Communication

Website	Information like Quarterly / Half Yearly / Annual Financial Results and press releases on significant developments in the Company that have been made available from time to time and are hosted on the Company's website www.lloyds.in and have also been submitted to the Stock Exchanges to enable them to put them on its website and communicate to its members.
Quarterly/ Annual Financial Results	The Quarterly / Half-Yearly / Annual Financial Results are published in Business Standard (English) / Financial Express and Chandrapur Mahasagar (Marathi) newspapers. The results are also uploaded by BSE on its website www.bseindia.com and MSEI on its website www.msei.in .
Stock exchange	All periodical information, including the statutory filings and disclosures, are filed with BSE and MSEI. The filings required to be made under the Listing Regulations, including the Shareholding pattern and Corporate Governance Report for each quarter are also filed on BSE Listing Centre and MSEI.

3. Other Information

CIN	L40300MH1977PLC019594
Registered office address	Plot No. A 1-2, MIDC Area, Ghugus, District Chandrapur, 442505, Maharashtra.
Corporate office address	A-2, 2 nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel (West), Mumbai - 400013.
Date, Time and Venue of Annual General Meeting	The 46 th Annual General Meeting will be held on 25 th July, 2023 at 11:30 a.m. through VC/ OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, dated 08 th April, 2020, MCA General Circular No. 17/2020, dated 13 th April, 2020, MCA Circular No. 20/2020 dated 05 th May, 2020,

	MCA General Circular No. 02/2021 dated 13th January, 2021, MCA Circular No. 03/2022 dated 05 th May, 2022 and MCA Circular No. 11/2022 dated 28 th December, 2022 read with SEBI Circular dated 12 th May, 2020, SEBI Circular dated 13 th May, 2022 and SEBI Circular 05 th January, 2023.
Financial Year	The financial year of the Company starts from April 1 st and ends on March 31 st of the succeeding year
Rate of dividend and dividend declaration date	In order to conserve reserves your Directors do not recommend declaration of Dividend.
Dates of Book Closure	18 th July, 2023 to 25 th July, 2023 (both days inclusive)
Listing on stock exchanges	<p>The Equity Shares of the Company are listed on BSE Limited (“BSE”) and Metropolitan Stock Exchange of India (“MSEI”) Limited.</p> <p>Address: BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 MSEI Limited 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai – 400070</p>
Listing fees	The listing fees of BSE and MSEI for F.Y. 2023-24 has been paid within the due date
Stock code	The BSE scrip code of equity shares is 512455 and MSEI Symbol of equity shares is LLOYDSME
ISIN Number	INE281B01032
Custodian fees	The custodian fees are payable to each of the depositories based on the number of folios as on 31 st March, 2023. The custodian fees to CDSL and NSDL are paid within the due date.
Subsidiary Company	<p>The Company as on the closure date of the financial year has two 100% Wholly-Owned Subsidiaries viz.,:</p> <ol style="list-style-type: none"> Lloyds Infinite Foundation, Thriveni Lloyds Mining Private Limited,
Suspension of trading in securities	There was no suspension of trading in securities of the Company during the year under review.
Registrar and Transfer agents	<p>Bigshare Services Private Limited Office No. S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093 Phone: 022- 6263 8200 Fax: 022- 6263 8299 E-mail: investor@bigshareonline.com</p>
Share Transfer system	99.21% of the Equity Shares of the Company are in electronic form. In terms of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Share transactions in electronic form can be made in a much simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the Depository Participant (“DP”) with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers. Shareholders should communicate with Bigshare Services Private Limited, the Company’s Registrars and

	Transfer Agents ("RTA") quoting their folio number or Depository Participant ID ("DP ID") and Client ID number, for any queries to their securities. Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e., NSDL and CDSL within 21 days.
Liquidity	The Company's Shares are listed and traded on the BSE Limited ("BSE") and listed on Metropolitan Stock Exchange of India Limited ("MSE")
Information on Deviation from Accounting Standards, if any	There has been no deviation from the Accounting Standards in preparation of annual accounts for the F.Y. 2022-23.
Outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments and their impact on Equity	<p>Convertible Warrants & OFCD's:</p> <p>Outstanding:</p> <p>As on the closure of the financial year the Company did not have any convertible securities.</p> <p>ESOP:</p> <p>Outstanding:</p> <p>As on 31st March, 2023 the number of options outstanding for vesting are 36,75,000 and there are no number of options exercisable pursuant to Lloyds Metals and Energy Limited Employee Stock Option Plan – 2017 (LMEL ESOP 2017).</p> <p>Impact on Equity:</p> <p>Since there are no underlying Equity Shares represented by way of Number of options exercisable and allotted in favour of Lloyds Employees Welfare Trust there will be no impact on the Equity Share capital of the Company.</p> <p>As per LMEL ESOP 2017 the number of options outstanding for vesting is NIL.</p> <p>The ESOP details are available on the Company's website at www.lloyds.in</p> <p>The Company has not issued any GDRs / ADRs.</p>
Commodity price risk or foreign exchange risk and hedging activities	Not Applicable
Plant locations	<p>Sponge Iron & Power Plant (Registered Office) Plot No. A-1&2, MIDC Area, Ghugus, District Chandrapur- 442505</p> <p>Mining Site: Wooria Hills, Forest Comptt 197 198 199 227 228, Surjagarh Wooria Hill, Forest Comptt 197 198 199 227 228, Etapalli, Gadchiroli – 442704</p> <p>Corporate Office: A-2, Madhu Estate, 2nd Floor, Pandurang Budhkar Marg, Lower Parel (West), Mumbai 400 013</p> <p>Mineral Based Steel Plant at Konsari, Gadchiroli District: Plot No. A-1, Lloyds Metals and Energy Limited, Chamorshi Industrial Area, Konsari, Gadchiroli – 442707</p>
Tentative calendar of the Board Meetings for FY 2023-24	<p>For the quarter ended June 30, 2023 – On or before 14th August, 2023</p> <p>For the quarter and half year ended September 30, 2023 – On or before 14th November, 2023</p> <p>For the quarter ended December 31, 2023 – On or before 14th February, 2024</p> <p>For the quarter and year ended March 31, 2024 – On or before 30th May, 2024</p> <p>Annual General Meeting – On or before 30th September, 2024</p>

4. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and the total issued and listed capital. The Audit is carried out every quarter and the report thereon are submitted to the Stock Exchanges. The report, inter alia, confirms that the number of shares issued, listed on the Stock exchange and that held in demat and physical mode are in agreement with each other.

5. Market Price Data

Since the shares of the Company were not traded on Metropolitan Stock Exchange of India ("MSE") Limited during the F.Y. 2022-23, Market price data of Metropolitan Stock Exchange of India Limited is not available.

The market price data and the volume of your Company's shares traded on BSE Limited during the year ended 31st March, 2023 are as follows:

The Monthly movement of equity Share Price on Bombay Stock Exchange			
2022-23	Share Price (In ₹)		BSE Sensex
Months	High	Low	Close
April	232	130.05	203.05
May	222	136	142.25
June	151.55	126.1	139.9
July	152.8	132.45	139.8
August	147.85	136.75	139.15
September	204.55	138.5	178.1
October	200	170.7	195.35
November	197.75	163.15	165.8
December	253.9	166.85	245.3
January	294	235.6	290.1
February	301	264	279.5
March	324.80	275	284.70

6. Distribution of Shareholding as on 31st March, 2023

Shareholding of Nominal Value (INR)	Number of Shareholders	Percentage (%)	Number of Shares Held	Percentage (%)
1 – 5,000	21,181	95.53%	1,21,45,469	2.41%
5,001 – 10,000	387	1.75%	29,97,332	0.59%
10,001 – 20,000	237	1.07%	35,28,681	0.70%
20,001 – 30,000	97	0.44%	24,21,717	0.48%
30,001 - 40,000	50	0.23%	17,35,232	0.34%
40,001 - 50,000	40	0.18%	18,64,208	0.37%
50,001 – 1,00,000	74	0.33%	52,59,369	1.04%
1,00,001 and above	107	0.48%	47,48,72,212	94.07%
Total	22,173	100%	50,48,24,220	100%

7. Categories of shareholders on 31st March, 2023

Category	Category of Shareholder	Total Number of Shares	Total Shareholding as a Percentage of Total Number of Shares
PROMOTER & PROMOTER GROUP			
Indian	Promoter	33,19,20,274	65.75
	Promoter Group	-	-
	Total (Promoter & Promoter Group)	33,19,20,274	65.75
PUBLIC			
Institutions	Mutual Funds	2,617	0.00
	Financial Institutions/ Banks	8,000	0.00
	Foreign Portfolio Investor/ Foreign Institutional Investors	9,77,908	0.19
	Total (Institutions)	9,88,525	0.19
Non-institutions	Bodies Corporate	10,39,37,549	20.59
	Individuals & HUF	6,38,91,537	12.66
	Governments	100	0.00
	Clearing Members	2,31,002	0.05
	Non-Resident Indian	9,96,383	0.20
	Trusts	9,000	0.00
	Unclaimed Account	28,49,850	0.56
	Total (Non-Institutions)	17,29,03,946	34.06
	Total (Public)	17,29,03,946	34.06
Lloyds Employees Welfare Trust (ESOP Trust)		NIL	-
Total (Non-Promoter & Non-Public)		NIL	-
GRAND TOTAL		50,48,24,220	100

8. Top Ten Shareholders across all categories as on 31st March, 2023

Sr. No.	Name of Shareholders	No of Shares	% of Holding
1.	Thriveni Earthmovers Private Limited	10,00,05,501	19.81
2.	Sky United LLP	6,59,54,638	13.06
3.	Sunflag Iron & Steel Co Limited	6,00,00,000	11.89
4.	ASP Technologies Private Limited	3,64,00,340	7.21
5.	Lloyds Metals and Minerals Trading LLP	3,57,41,529	7.08
6.	Triumph Trade & Properties Developers Private Limited	2,91,58,208	5.78
7.	Clover Media Private Limited	2,63,22,385	5.21
8.	Shree Global Tradefin Limited	1,57,38,338	3.12
9.	Ravi Agarwal	1,17,30,000	2.32
10.	Shreekrishna Gupta	96,02,000	1.90
11.	Madhur Gupta	96,00,000	1.90

9. Status of de-materialisation of shares

As on 31st March, 2023, all except 39,76,150 Equity Shares of the Company are held in dematerialized form. The breakup of the equity shares held in dematerialized and physical form as on 31st March, 2023 is as follows:

Particulars	No. of shares	% of equity
NSDL	40,66,66,064	80.57
CDSL	9,41,82,006	18.66
Physical	39,76,150	0.77
Total	50,48,24,220	100

10. Disclosures with respect to De-mat Suspense Account/ Unclaimed Suspense Account

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the listed entity shall disclose the following details in its annual report, as long as there are shares in the unclaimed suspense account. The details of Lloyds Metals and Energy Limited unclaimed suspense account are as follows:

Sr. No.	Particulars	De-mat	
		Number of Shareholders	Number of Unclaimed Equity shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 01 st April, 2022	2,533	2,906,350
2.	Unclaimed shares transferred to unclaimed suspense account during the F.Y. 2022-23	NIL	NIL
Total (1+2)			
3.	Number of shareholders to whom shares were transferred from suspense account during the F.Y. 2022-23	46	56,500
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31 st March, 2023 (1+2-3)	2,487	2,849,850
Number of Shareholders who approached listed entity for transfer of shares from suspense account during the financial year 2022-23;		46	56,500

The voting rights on the shares in the unclaimed suspense accounts as on 31st March, 2023 shall remain frozen till the rightful owners of such shares claim the shares.

11. Disclosure by Key Managerial Personnel about Related Party Transactions:

The Board has received disclosures from Key Managerial Personnel relating to transactions where they and/or their relatives have personal interest. There were no materially significant related party transactions, which have potential conflict with the interest of the company at large. The related party transactions (material as well as non-material) have been disclosed in form AOC-2 and in the notes to Balance Sheet and Statement of Profit and Loss for the year ended 31st March, 2023.

The Company has laid down a policy for dealing with Related Party Transactions. The Policy on Related Party Transactions can be accessed on the Company's website at <https://www.lloyds.in/policies/>

12. Related Party Disclosure

The disclosure of related party transactions of the Company in the format prescribed in the Indian Accounting Standard is mentioned in Note No. 32 of the Audited Financial Statement of the Company forming part of this Annual Report.

13. Disclosure of Accounting Treatment

The Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

14. Proceeds from public issues, rights issues, preferential issues etc.

During the year under review, the Company has not raised the funds through public issues, rights issues, preferential issues.

15. Matters related to Capital Markets

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by any Stock Exchange or SEBI or any statutory authority, on any matter relating to capital markets, during the last three years.

16. Management Discussion & Analysis Report

The Management Discussion & Analysis Report is a part of Director's Report.

17. Credit Rating

The Credit Rating of the Company is available on the website of the Company at <https://www.lloyds.in/announcements/>

18. Green Initiative

Pursuant to section 101 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronics forms. The Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Standalone & Consolidated Financial Statements, Directors Report, Auditors Report along with their annexure etc. for the F.Y. 2022-23 in the electronic mode to the Shareholders who have registered their e-mail ids with the Company and/or their respective Depository Participates (DP's).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent "Bigshare Services Private Limited."

19. Address for Correspondence

For transfer/de-materilisation of shares and any other query relating to the shares of the Company.

Bigshare Services Private Limited

Office nos.: S6-2, 6th Floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093
Tel No.: 022-6263 8200; Fax No.: 022-6263 8299
E-mail: investor@bigshareonline.com

Any query on Annual Report

Secretarial Department:

A-2, 2nd Floor, Madhu Estate,
Pandurang Budhkar Marg,
Lower Parel (West),
Mumbai- 400013
Tel. No.: 022-6291 8111, Fax No.: 022-6291 8260
E mail: investor@lloyds.in

20. Independent Director Confirmation

In terms of Schedule V(C)(i) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and as per the declaration of independence received from the Independent Directors of the Company, we are of the opinion that the Independent Directors of the Company fulfills the conditions specified under Regulation 16(b) of Listing Regulations and are independent of Management

21. Compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed hereto marked as “**Annexure I**” and forms part of this report.

22. CEO and CFO Certification

The Managing Director and Chief Financial Officer of the Company have given the certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The requisite certificate from the Managing Director and CFO of the Company is annexed hereto marked as “**Annexure II**” and forms part of this report.

23. Certification from Company Secretary in Practice

M/s H. Maheshwari & Associates, Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as the director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this report as “**Annexure III**”.

24. Certificate on Compliance with Code of Conduct

This Code has been laid down with a view to promote good corporate governance and exemplary personal conduct and is applicable to all the Directors and Senior Managerial Personnel of the Company. This Code can be accessed on the Company’s website at <https://www.lloyds.in/policies/>

The Declaration of compliance of the Code of Conduct in terms of Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto marked as “**Annexure- IV**” and forms part of this report.

For and on behalf of the Board of Directors
Lloyds Metals and Energy Limited

Mukesh Gupta
Chairman
DIN: 00028347

Date: 25th April, 2023
Place: Mumbai

Annexure I

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members,

Lloyds Metals and Energy limited

CIN: L40300MH1977PLC019594

Plot No. A 1-2, MIDC Area,

Ghugus, Dist. Chandrapur - 442 505,

Maharashtra

We have examined the compliance of conditions of Corporate Governance by Lloyds Metals and Energy Limited ("the Company") for the year ended 31st March, 2023, as prescribed in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and para-C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s Todarwal & Todarwal LLP**

ICAI Firm Registration No.: 111009W/W100231

Kunal Todarwal

Partner

Membership No.: 137804

UDIN: 23137804BGWDFL9643

Date: 25th April, 2023

Place: Mumbai

Annexure II**CEO/CFO CERTIFICATE****[Regulation 17(8)]**

To,
The Board of Directors
Lloyds Metals and Energy Limited

We hereby certify that we have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2023 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the aforesaid period which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control systems, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee that:
 - (a) There have been no significant changes in internal control over financial reporting during the year.
 - (b) There have been no significant changes in accounting policies during the year.
 - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 25th April, 2023
Place: Mumbai

Babulal Agarwal
Managing Director
DIN: 00029389

Riyaz Shaikh
Chief Financial Officer

Annexure III

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34 (3) and Schedule V Para C Clause (10) (i) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

I have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **Lloyds Metals and Energy Limited** having **CIN: L40300MH1977PLC019594** and having registered office at Plot no.: A 1-2, MIDC Area, Ghugus, Chandrapur - 442505. (hereinafter referred to as "the Company") for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the MCA Portal i.e., www.mca.gov.in) as considered necessary and based on the disclosures of the Directors, I hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on **31st March, 2023**.

Table A

Sr. No.	Name of the Directors	Director Identification Number (DIN)	Date of appointment in Company
1.	Mr. Mukesh Gupta	00028347	21 st November, 1991
2.	Mr. Babulal Agarwal	00029389	01 st January, 2010
3.	Mr. Rajesh Gupta	00028379	21 st November, 1991
4.	Mr. Balasubramanian Prabhakaran	01428366	07 th October, 2021
5.	Mr. Madhur Gupta	06735907	13 th November, 2020
6.	Mr. Devidas Kambale	00020656	12 th November, 2013
7.	Mr. Jagannath Dange	01569430	26 th May, 2014
8.	Ms. Bhagyam Ramani	00107097	27 th October, 2014
9.	Mr. Ramesh Luharuka	00001380	07 th October, 2021
10.	Dr. Seema Saini	09539941	30 th March, 2022
11.	Dr. Satish Wate	07792398	20 th January, 2023
12.	Mr. M. V. Subba Rao	06495576	16 th March, 2023

For **H. Maheshwari & Associates**,
Company Secretaries

Hemaantt Maheshwari

Proprietor

Membership Nos.: 26145

COP Nos.: 10245

UDIN: A026145E000125068

Place: Mumbai

Date: 18th April, 2023

Annexure IV**Declaration of compliance of the Code of Conduct in terms of Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:**

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per “affirmation of compliance” letters received from the Directors and the members of senior managerial personnel of the Company, I hereby declare that members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management during the F. Y. 2022-23.

Date: 25th April, 2023
Place: Mumbai

Babulal Agarwal
Managing Director
DIN: 00029389

Annexure - VII

Business Responsibility and Sustainability Report

[As per Regulation 34(2)(f) of SEBI (LDOR) Regulations, 2018 and its amendments thereof]

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L40300MH1977PLC019594
2	Name of the Listed Entity	Lloyds Metals and Energy Limited
3	Year of incorporation	1977
4	Registered office address	Plot No A 1-2, MIDC Area Ghugus Chandrapur - 442505
5	Corporate address	A-2, 2 nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400013
6	E-mail id	investor@lloyds.in
7	Telephone:	022-62918111
8	Website:	www.lloyds.in
9	Financial year for which reporting is being done:	April 01, 2022- March 31, 2023
10	Name of the Stock Exchange(s) where shares are listed	1) BSE 2) MSEI
11	Paid-up Capital	₹ 50.48 Crores
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Prashant Puri, 022-62918111, pkpuri@lloyds.in
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone basis

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of turnover of the entity
1	Iron Ore Mining	Mining of Iron ore for the DRI plant and supply to other steel Industries	78.16
2	Sponge Iron Manufacturing	Manufacturing of DRI and its supply and Distribution	19.01
3	Power Generation	Captive Power Plant which powers the operations and the additional power generated is exported	2.83

15. Products/Services sold by the entity (accounting for 90% of the entity's turnover):

Sr. No.	Product/Service	NIC Code	% of total turnover contributed
1	Iron Ore Mining	7100	78.16
2	Sponge Iron Manufacturing	24102	19.01
3	Power Generation	35106	2.83

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	1	4
International	-	-	-

SECTION A: GENERAL DISCLOSURES

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	8
International (No. of Countries)	-

b. What is the contribution of exports as a percentage of the total turnover of the entity?

NIL

IV. Employees

18. Details as of the end of the Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1	Permanent (D)	630	614	97.77%	16	2.53%
2	Other than Permanent (E)	349	337	96.56%	12	3.44%
3	Total employees (D + E)	979	951	97.13%	28	2.94%
WORKERS						
4	Permanent (F)	107	106	99.06%	1	0.93%
5	Other than Permanent (G)	3683	3568	96.87%	115	3.12%
6	Total workers (F + G)	3790	3674	96.93%	116	3.06%

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently abled employees						
1	Permanent (D)	-	-	-	-	-
2	Other than Permanent (E)	-	-	-	-	-
3	Total employees (D + E)	-	-	-	-	-
Differently abled workers						
4	Permanent (F)	2	2	100%	-	-
5	Other than Permanent (G)	-	-	-	-	-
6	Total workers (F + G)	2	2	100%	-	-

19. Participation / Inclusion / Representation of women:

	Total (A)		No. and percentage of Females	
			No. (B)	% (B / A)
Board of Directors	12	2		16.67%
Key Management Personnel	2	1		50%

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2022-2023 (Turnover rate in Current Financial Year)			FY 2021-2022 (Turnover rate in Previous Financial Year)			FY 2020-2021 (Turnover rate in the year prior to the Previous Financial Year)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	1%	-	1%	2%	1%	3%	3%	-	3%
Permanent Workers	-	-	-	-	-	-	-	-	-

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of Holding / Subsidiary / Associate Companies / Joint Ventures

Sr. No.	Name of the Holding / Subsidiary / Associate Companies / Joint Ventures (A)	Indicate whether Holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Thriveni Lloyds Mining Private Limited	Subsidiary	100%	No
2	Lloyds Infinite Foundation	Subsidiary	100%	No

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013: No

(ii) Turnover (in ₹): ₹ 697.49 Crore

(iii) Net worth (in ₹): ₹ 481.57 Crore

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)		FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)	
	(If yes, then provide web-link for the grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints spending resolution at close of the year	Remarks
Communities	No	-	-	Nil	-	-	Nil
Investors -other than stakeholders	No	-	-	Nil	-	-	Nil
Shareholders	No	-	-	Nil	-	-	Nil

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)		FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)	
	(If yes, then provide web-link for the grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints spending resolution at close of the year	Remarks
Employees and workers	No	-	-	Nil	-	-	Nil
Customers	No	-	-	Nil	-	-	Nil
Value Chain Partners	No	-	-	Nil	-	-	Nil
Other (please specify)	No	-	-	Nil	-	-	Nil

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. Policy and management processes									
a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	Policies - Lloyds Metals and Energy Limited								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	-	-	ISO 45001	-	-	ISO 14001	-	-	ISO 9001
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	-	-	-	-	-	-	-	-	-
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	-	-	-	-	-	-	-	-	-
Governance, leadership, and oversight									
7. Statement by the director responsible for the business responsibility report, highlighting ESG -related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)									
The Company is committed to pursuing its business objectives ethically, transparently and with accountability to all its stakeholders. It believes in demonstrating responsible behavior while adding value to the society and the community, as well as ensuring environmental well-being from a long-term perspective. The Company, as a responsible Corporate, remains committed to a holistic and integrated approach towards imbuing Environmental, Social and Governance (ESG) principles in its businesses to impact the value chain and its key Stakeholders									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Board of Directors								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability - related issues? (Yes / No). If yes, provide details.	Yes, the Board of Directors and top management of the Company continuously assess different facets of its social, environmental, governance, and economic responsibilities. The initiatives on social issues are under the control of the CSR Committee.								

10. Details of Review of NGRBCs by the Company: -

Subject for Review	Indicate whether the review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against Above policies and follow-up action	The Company’s policies are routinely examined by Department Heads, Business Heads, and Senior Directors on a periodic basis or as needed. The effectiveness of the policies is evaluated during this assessment, and any required adjustments to the policies and procedures are put into place.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is in compliance with the extant regulations as applicable.																	
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P 2		P 3		P 4		P 5		P 6		P 7		P 8		P 9		
	Yes	Yes		Yes		Yes		Yes		Yes		Yes		Yes		Yes		
	The Senior Management and Board Committees of the Company periodically examine the corporate charters and policies.																	

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

Principle 1

Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.

Essential Indicators			
1. Percentage coverage by training and awareness programs on any of the Principles during the financial year:-			
Segment	Total Number of Training and Awareness Programs Held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of directors	-	-	-
Key Managerial Personnel	-	-	-
Employees other than BoD and KMPs	-	-	-
Workers	-	-	-
2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by Directors / KMP's) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (note: the entity shall make disclosures on the basis of materiality as specified in regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):			

Monetary					
	NGRBC principles	Name of the regulatory/enforcement agencies/Judicial Institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes / No)
Penalty/ fine	-	-	-	-	-
Settlement	1	7 th , Jt Civil Judge Jr. Dn. JMFC Chandrapur	0	<p>Case Details – The Company had purchased Agricultural land adjoining to its plant area, the sisters of main owners of land have already filed a suit against his mother and brothers for her share and has sent a notice to the Company for making a party of the said suit, hence this case.</p> <p>Case Filed by- Suman Laxman Badbhuje</p> <p>Case No. - Reg. Suit No. 200035 / 2010</p> <p>Date of Filing – 26th February, 2010</p> <p>Update - 5th Jt. Civil Judge Sr. Dn. Chandrapur – 02nd January, 2023 Next Date 17th January, 2023 Order</p> <p>Next Date 21st February, 2023</p>	No
	1	High Court of Kolkata	45,00,00,000	<p>Case Filed By: Sohan Minerals & Mining Co. Pvt Ltd. Harrington Mansion, 3rd floor 8 HoChi Minh Sarani, office No.28/8, Kolkata (WB) 700 071.</p> <p>Case No.: Civil Suit 301/2015</p> <p>Date of Filing: 2015</p> <p>Update: Permanently stayed the matter.</p>	No
	1	District Judge-1, Addl. Sessions Judge, Gadchiroli (M.S)	1,58,50,000	<p>Case Details - Recovery suit filed by the Company to recover the mobilization advance given to M/s Sohan Minerals</p> <p>Case Filed by - Lloyds Metals and Energy Limited</p> <p>Case No.: Spl.Civil.Suit No. 000001/2016</p> <p>Date of Filing: 01st November, 2016</p> <p>Update: District Judge-1 Addl. Sessions Judge Gadchiroli- 07th January, 2023 - Next Date 21st January, 2023 - Order</p> <p>1,58,50,000 + 18% Interest From 09th April, 2014 till full realization of the case</p>	No
	1	20 th Extra Jt. Civil Judge (Sr. Div) Chandrapur	1,10,50,443	<p>Case Details: recovery suit filed by M/s Nagar Export Pvt. Ltd against the screening contract awarded to them.</p> <p>Case Filed By: M/s Nagar Exports Pvt. Ltd</p> <p>Case No.: Spl.C.S. No. 97/2009</p> <p>Date of Filing: 27th July, 2009</p> <p>Update: Jt. Civil Judge Sr.Dn. Chandrapur 07th September, 2018 - Disposed</p> <p>Next Date: 13th March, 2023</p> <p>₹1,10,50,443 + Interest 13.5% p.a. From 6th December, 2008 till finalization of suit.</p>	No

Compounding Fee

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment	1	High Court Nagpur - Civil Suit - 317 of 2021	<p>Case Details: Motor accident claim - Liability covered by Insurance.</p> <p>Case Filed By: Narayani Wd/o Kamalnayan Gokhare and others</p> <p>Case No.: Civil Suit - 317 of 2021</p> <p>Date of Filing: 05 February 2021</p> <p>Date of Value: 51,69,813 + relief as courts decided.</p> <p>Update: District Judge-4 A.S.J. Chandrapur – 20th July, 2019 - Disposed transfer to High Court</p>	No

Punishment

3. Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non-monetary action has been appealed.

Sr. No.	Case Details	Name of Regulatory Enforcement Agencies/ Judicial Institutions
	<p>Case Filing Details - Writ petition Challenging the authority of M/s WCL to issue price revision notice on mine specific supply source.</p> <p>Filed By: MIDC Industrial Association, Lloyds Metals and Energy Limited, Sanvijay Limited, Gopani Iron and Power Pvt. Ltd, Grace Industries etc.</p> <p>Filed On: UOI, Through Secretary of Coal, Coal India Ltd, Western Coalfields Ltd</p> <p>Case No.: WP/2129/2020</p> <p>Date of Filing: 2020</p> <p>Update / Status - no update</p>	High Court of Bombay
	<p>Case Details: Industrial Dispute - Demanding Permanency of Job</p> <p>Case Filed By: Shayamsunder Kanobha Saow. R/o. Mahatardevi, Post-Shengaon Tah. & Dist.Chandrapur.</p> <p>Case No.: Reg. Civil Suit No. 290/2018</p> <p>Date of Filing: 19th December, 2018</p> <p>Update: No Update</p> <p>Claim: Suit for employment only</p> <p>Next Date: 08th March, 2023</p>	Civil Judge Jr. Division. Chandrapur
	<p>Case Details: labour Dispute -Demanding Permanency of Job permanency</p> <p>Case Filed By: Abdul Atib Abdul Jalil Sheikh</p> <p>Case No.: Labour Industrial Court - COMPLT. (UPL)NO.11/2020</p> <p>Date of Filing: 07th September, 2021</p> <p>Update: None</p> <p>Claim: Suit for employment only</p> <p>Next Date: 03rd March, 2023</p>	Industrial Court - Chandrapur

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has a strategy against both corruption and bribery. The policy was created in accordance with the Lloyds Metals and Energy Limited code of conduct, numerous other policies (such as the whistle blower policy among others), and Indian laws and regulations regarding anti-bribery and anti-corruption. The policy reiterates Company's position of having no tolerance for corruption and bribes. The policy supports Company's attitude of transparency in all its dealings and makes it easier to make moral decisions.

5. Number of Directors/KMPs/Employees/Workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	The Company ensures that it discusses various issues internally at board level, where there could be lapses in compliance and ensures that necessary policies, processes, systems and monitoring mechanism are put in place	

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

No

Principle 2

Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators

- 1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and CAPEX investments made by the entity, respectively.**

	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	27%	-	<p>a) Core Drilling: Experiment is done before the start of the mining activity to understand the Quality and Quantity of the mineral available to optimize energy usage as well as to achieve operational efficiency.</p> <p>b) Carbon footprint study is carried out to understand the organization's direct and indirect emissions and its impact on environment.</p> <p>c) BHQ (identification analysis is done to identify the quality of the iron ore before the mining process is carried out to avoid the mining of the contaminated ore.</p>
CAPEX	11%	-	<p>a) Raw material handling system is upgraded to reduce the transfer points and number of belts to reduce the mobile equipment emission and to transfer efficiently which include truck tippler for Iron ore and coal.</p> <p>b) Fire tender is procured as part of fire safety measures at site to ensure safe workplace environment.</p>

2. a. Does the entity have procedures in place for sustainable sourcing?

No

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Currently, there is no process to safely reclaim the products for reusing.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not Applicable

Principle 3

Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees:

% of employees covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		No: (B)	% (B / A)	No: (C)	% (C / A)	No: (D)	% (D / A)	No: (E)	% (E / A)	No: (F)	% (F / A)
Permanent employees											
Male	614	0	0%	614	100%	-	-	614	100%	-	-
Female	16	0	0%	16	100%	16	100%	-	-	-	-
Total	630	630	0%	630	100%	16	2.53%	614	97.46%		-
Other Than Permanent employees											
Male	337	-	-	337	100%	-	-	-	-	-	-
Female	12	-	-	12	100%	-	-	-	-	-	-
Total	349	-	-	349	100%	-	-	-	-	-	-

% of workers covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	106	-	-	106	100%	-	-	-	-	-	-
Female	1	-	-	1	100%	1	100%	-	-	-	-
Total	107	-	-	107	100%	1	0.93%	-	-	-	-
Other than Permanent workers											
Male	3568	3568	100%	3568	100%	-	-	-	-	-	-
Female	115	115	100%	115	100%	115	100%	-	-	-	-
Total	3683	3683	100%	3683	100%	115	3.12%	-	-	-	-

2. Details of retirement benefits for the Current FY and Previous Financial Year.

Benefits	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	No. of employees covered as % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	No	100%	100%	No
ESI	-	-	-	-	-	-
Others – please specify	Nil	Nil	Nil	Nil	Nil	Nil

3. Accessibility of workplaces.

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company has put in place the requisite facilities (ramps, wheelchairs etc.,) for people with disability.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.

Yes, the Company has an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016. Equal opportunity is covered as part of our Human Rights policy. All of the Company's employees are given equal chances to succeed. It does not discriminate based on any ground protected by applicable law, including race, caste, religion, color, marital status, gender, sexual orientation, age, nationality, ethnic origin, or disability.

Weblink: <https://www.lloyds.in/policies/>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100 %	100 %	100 %	100 %
Female	100 %	100 %	100 %	100 %
Total	100 %	100 %	100 %	100 %

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

Provide details of grievance mechanism system

The Company has consistently favored open and honest communication. Employees are encouraged to discuss their worries with the Senior Management, HR, or their respective heads. The Company's Whistleblower Policy offers a formal forum for expressing complaints about different issues. Through a particular module, employees are informed of the specifics of the Whistle blower Policy and the grievance procedure. As part of the staff orientation program, new hires are also made aware of the whistle-blower mechanism.

7. Membership of employees and workers in association(s) or Unions recognized by the listed entity:

Category	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / Workers in respective category, who are a part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / Workers in respective category, who are a part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	-	-	-	-	-	-
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Total Permanent Workers	107	107	100%	107	107	100%
Male	106	106	100%	106	106	100%
Female	1	1	100%	1	1	100%

8. Details of training given to employees and workers:

Category	FY 2022-2023 (Current Financial Year)					FY 2021-2022 (Previous Financial Year)				
	Total (A)	On health and safety measures	On skill upgradation			Total (D)	On Health and safety measures	On skill upgradation		
Employees										
Male	614	614	100%	614	100%	215	215	100%	215	100%
Female	16	16	100%	16	100%	-	-	-	-	-
Total	630	630	100%	630	100%	215	215	100%	215	100%
Workers										
Male	106	106	100%	106	100%	106	107	100%	33	100%
Female	1	1	100%	1	100%	1	1	100%	-	-
Total	107	107	100%	107	100%	107	107	100%	33	100%

9. Details of performance and career development reviews of employees and worker

Category	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	614	474	77.19%	-	-	-
Female	16	14	87.5%	-	-	-
Total	630	488	77.46%	-	-	-
Workers						
Male	106	20	18.86%	107	-	-
Female	1	0	0%	1	-	-
Total	107	20	18.69%	108	-	-

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, an Occupation Health & Safety (OHS) policy is in place and same is applicable to all full-time employees and workers. The Company's Occupational Health & Safety Policy is a cornerstone of the values deeply held at all Lloyds Metals and Energy Limited and its locations in India.

The Company's unwavering commitment to safeguard the quality of the workplace environment and the health and safety of all who work within it gives us a distinguishing competitive advantage on the market and underpins how seriously we take our responsibility.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The Company encourages its employees to report near-miss incidents which are identified & analyzed for immediate action. All the sites of the Company have specific procedure for reporting of work-related hazards, injuries & unsafe conditions.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes.

- d. Do the employees / worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, all employees of the Company are covered under the Company's personal accident policy.

10. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	3	1
	Workers	7	1
Total recordable work-related injuries	Employees	1	1
	Workers	23	5
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

11. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company has put in place an Occupational Health and Safety policy. An OHS policy offer a thorough framework for ensuring a risk-free workplace, as well as efficient investments in health promotion and disease prevention at all levels of the company. Adequate medical facilities are present at all operating sites. All operation sites have paramedical services.

12. Number of Complaints on the following made by employees and workers:

	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	NIL	-	-	NIL
Health & Safety	-	-	NIL	-	-	NIL

13. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

14. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The Company has been following standard operating procedures to comply with state/local level applicable regulations and ensure health & safety protocols are being followed by employees, customers and other visitors on any of its premises.

Principle 4:

Businesses should respect the interests of and be responsive to all its Stakeholders.

Essential Indicators**1. Describe the processes for identifying Key Stakeholder groups of the Entity.**

Currently, there is no process for identifying the stakeholder groups

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Sr. No.	Stakeholder Group	Whether identified as vulnerable & marginalized group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
NIL					

Principle 5

Businesses should respect and promote human rights.

1. Employees and workers who have been provided training on human rights issues and policy (ies) of the entity, in the following format:

Category	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Total (A)	No. of Employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	630	209	33.17%	393	178	45.29%
Other than permanent	349	323	92.55%	323	323	100%
Total Employees	979	532	54.34%	716	501	69.97%
Workers						
Permanent	107	107	100%	106	106	100%
Other than permanent	3683	2862	77.7%	2879	2759	95.83%
Total Workers	3790	2969	78.33%	2985	2865	95.97%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-2023 (Current Financial Year)					FY 2021-2022 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	%(B/A)	No. (C)	%(C/A)		No. (E)	%(E/D)	No. (F)	%(F/D)
Employees										
Permanent	630	-	-	630	100%	508	-	-	508	100%
Male	614	-	-	614	100%	504	-	-	504	100%
Female	16	-	-	16	100%	4	-	-	4	100%
Other than Permanent	349	-	-	349	100%	323	-	-	323	100%

Category	FY 2022-2023 (Current Financial Year)					FY 2021-2022 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Male	337	-	-	337	100%	313	-	-	313	100%
Female	12	-	-	12	100%	10	-	-	10	100%
Workers										
Permanent	107	-	-	107	100%	106	-	-	-	-
Male	106	-	-	106	100%	105	-	-	-	-
Female	1	-	-	1	100%	1	-	-	-	-
Other than Permanent	3683	437	11.86%	3246	88.13%	704	456	64.77%	248	37.92%
Male	3568	437	12.24%	3131	87.75%	685	437	63.79%	248	36.21
Female	115	-	-	115	100%	19	19	100%	-	-

3. Details of Remuneration / Salary / Wages, in the following format

	FY 2022-2023 (Current Financial Year)		PY 2021-2022 (Previous Financial Year)	
	Number	Median Remuneration / Salary / Wages of respective category	Number	Median Remuneration / Salary / Wages of respective category
Board of Directors (BoD)	12	₹ 63,56,004.00	-	-
Key Managerial Personnel	2	₹ 63,56,004.00	-	-
Employees other than BoD and KMP	628	₹ 5,03,835.00	-	-
Workers	107	₹ 4,72,165.00	-	-

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to Human Rights issues.

The Company has a grievances committee which conducts monthly meetings and addresses issues related to human rights.

6. Number of Complaints on the following made by employees and workers:

	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	Nil	-	-	Nil
Discrimination at workplace	-	-	Nil	-	-	Nil
Child Labour	-	-	Nil	-	-	Nil
Forced Labour/ Involuntary Labour	-	-	Nil	-	-	Nil
Wages	-	-	Nil	-	-	Nil

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases is mentioned in the POSH and Human Rights Policy.

8. Do human rights requirements form part of your business agreements and contracts?

Yes

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%
Forced/involuntary Labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments in Question 9 above.

Not Applicable

Principle 6:

Businesses should respect and make efforts to protect and restore the environment.

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Giga Joules) and energy intensity, in the following format:

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Total electricity consumption (A)	3,698.18	-
Total fuel consumption (B)	95,653.60	-
Energy consumption through other sources (C) (Renewable Energy)	1,45,454.00	-
Total energy consumption (A+B+C)	2,44,805.78	-
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	0.000027	-
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment is carried out.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	9,33,017.55	-
(ii) Groundwater	17,400	-
(iii) Third party water	312	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal		
(In kilolitres) (i + ii + iii + iv + v)	9,50,729.55	-
Total volume of water consumption (In kilolitres)	9,50,729.55	-
Water intensity per rupee of turnover (Water consumed / turnover)	0.000106	-
Water intensity (optional) the relevant metric may be selected by the entity	NA	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment is carried out.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, the Company is a zero-discharge facility. All the wastewater is treated and reused for process make up, dust suppression and coal washing.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
NOx	Metric tons	655.63	-
SOx	Metric tons	1273.51	-
Particulate matter (PM)	Metric tons	126.13	-
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others please Specify- CO	Metric tons	0.000000216	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, an Independent assessment is carried out by Protiviti India Member Private Limited.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tons of CO ₂ equivalent	1,43,352	-
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tons of CO ₂ equivalent	6,409	-
Total Scope 1 and Scope 2 emissions per Rupee of turnover	Metric tons of CO ₂ Equivalent per Rupee	0.0000167	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	Metric tons of CO ₂ e/tons of DRI	0.7335	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, an Independent assessment is carried out by Protiviti India Member Private Limited

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes, Waste Heat Recovery Boilers are installed to entrap the waste heat that is getting generated in rotary kilns and this waste heat in turn is converted into steam and used for operating the steam turbine to generate clean energy, this in turn reduces the greenhouse gas emissions in the DRI plant operations.

8. Provide details related to waste management by the entity, in the following format

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Total Waste generated (in metric tons)		
Plastic waste (A)	0.107	-
E-waste (B)	0.433	-
Bio-medical waste (C)	NA	-
Construction and demolition waste (D)	NA	-
Battery waste (E)	NA	-
Radioactive waste (F)	NA	-
Other Hazardous waste. Please specify, if any. (G)	95.83	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	5,69,294	-
Total (A+B + C + D + E + F + G + H)	5,69,390.37	-

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	28,097	-
(iii) Other recovery operations	-	-
Total	28,097	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	4,26,300	-
(iii) Other disposal operations	-	-
Total	4,26,300	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, an Independent assessment is carried out by Protiviti India Member Private Limited.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Our Waste Management approach in a DRI Production plant includes recycling of trade effluents for coal washery sections and reused in cooler of kiln and domestic effluent is used for gardening. And Non-Hazardous Waste like ESP sludge is reused in process and accretion material is used in landfilling and dedusting system dust, fly ash and bottom ash is sold to brick manufacturing plants. In iron ore mines waste oil (lube) and empty MS drums is disposed by the authorized local vendor.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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Not Applicable

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification no.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain. (Yes / No)	Relevant Web link
Surjagarh Iron Ore Mine	J-11015 / 348/2005.IA.II (M)	18 th July, 2022	Yes	Yes	https://parivesh.nic.in

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Sr. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1.	MOEF & CC	Not Applied on Time	The case is filed by MPCB	Correction action was taken
2.	MPCB conditional	Improper house	Bank Guarantee encashment	Correction action was taken

Principle 7

Businesses, when engaging in influencing public and regulatory policies, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.
Five
- b. List the top 10 trade and Industry Chambers/ Associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/ associations (State/National)
1	Bigmint Technologies Private Limited	National
2	Confederation Of India Industry	National
3	Vidarbha Industries Association	State
4	Steel Manufactures Association	National
5	Sponge Iron Manufacturers Association	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
-	-	-

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.
Not applicable.
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

An action plan is being developed to support and elevate all communities in our surrounding areas.

3. Describe the mechanisms to receive and redress grievances of the community.

People assigned under CSR team visits the community in and around the Company operations and collect the complaints. If any, the complaints are then thoroughly evaluated and investigate to gather relevant information and assess its validity and are resolved.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	1.32%	-
Sourced directly from within the district and neighboring districts	13.95%	-

Principle 9

Businesses should engage with and provide value to their consumers in a responsible manner.

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Currently, the organization does not have any mechanisms in place to receive and respond to consumer complaints and feedback.

2. Turnover of products and services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2022-2023 (Current Financial Year)		Remarks	FY 2021-2022 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	Nil	-	-	Nil
Advertising	-	-	Nil	-	-	Nil
Cybersecurity	-	-	Nil	-	-	Nil
Delivery of essential services	-	-	Nil	-	-	Nil
Restrictive Trade Practices	-	-	Nil	-	-	Nil
Unfair Trade Practices	-	-	Nil	-	-	Nil
Other	-	-	Nil	-	-	Nil

4. Details of instances of product recalls on account of safety issues:

	Brief	Corren
Voluntary recalls	-	-
Forced recalls	-	-

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the Company has in place policy such as Privacy Policy, to ensure sufficient safeguards are in place to prevent any data leakage.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No penalties/regulatory action has been levied or taken on the above-mentioned parameters

Independent Auditor's Report

To the Members of
Lloyds Metals and Energy Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Lloyds Metals and Energy Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on 31st March, 2023, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period.

These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Issue and Exercise of Optionally Fully Convertible Debentures (OFCD's)

(Refer Note No. 11 and Note No. 24 of the Standalone Financial Statements)

- A. During the year, the Board of Directors had approved, through their meeting held on 29th April, 2022, to convert 1,00,00,000 Optionally Fully Convertible Debentures (OFCD's) of the Company into Equity Shares of face value of ₹ 1/- each at a premium of ₹ 19/- each in the conversion ratio of 1:1, which were issued earlier in F.Y. 2021-22 at par via Preferential Allotment to Thriveni Earthmovers Private Limited. On conversion of the said debentures, the allottee is now a co-promoter of the Company.
- B. During the year, the Company had issued 6,00,00,000 Optionally Fully Convertible Debentures (OFCD's) on Preferential Allotment basis to Sunflag Iron & Steel Company Limited (Sunflag/Allottee) on 15th June, 2022 to settle the entire liability of the Company which arose as a result of an Arbitration Award. The said Arbitration Award was recorded as an expense in Exceptional Item amounting to ₹ 1194.4 crores in its Statement of Profit and Loss. The carrying value of OFCD's liability component and the equity component was ₹ 786.39 crores and ₹ 113.61 crores respectively, based on the provisions of IND AS 109 'Financial Instruments.'

On 15th March, 2023, Sunflag exercised their right to convert the aforesaid 6,00,00,000 OFCD's into 6,00,00,000 fully paid-up equity shares. The residual notional surplus arising upon settlement of the OFCDs, which amounted to ₹ 56.60 Crores, was transferred to Retained Earnings.

The Management has used its judgements and estimates in presentation and disclosure of the aforementioned instrument in accordance with the principles of IND AS 32, 'Financial Instrument: Presentation' and IND AS 109, 'Financial Instruments.'

How the matter was addressed in our audit:

Our audit procedures to assess the accounting of OFCDs included the following:

1. Obtained an understanding of the contractual terms and conditions of the OFCD agreements.
2. Evaluated the accounting treatment of OFCDs done by the management with reference to IND AS 109, 'Financial Instruments.'
3. Assessed the appropriateness of the presentation of issue and conversion of OFCD as per IND AS 32, 'Financial Instruments: Presentation.'

2. Conversion of Warrants

(Refer Note No. 11 of the Standalone financial statements)

During the year, the Company has converted 6,60,00,000 convertible warrants into Equity Shares in the ratio of 1:1 of face value of ₹ 1/- each at a premium of ₹. 8.47/- each. The said conversion had happened within the prescribed time period. The allottees are Sky United LLP (5,28,00,000 warrants) and Blossom Trade and Interchange LLP (1,32,00,000 warrants) and the total consideration received for issue and conversion of the said warrants was ₹ 62.50 Crores

How the matter was addressed in our audit:

Our audit procedures to assess the accounting of warrants included the following:

1. Obtained an understanding of the terms and conditions of the issue and conversion of warrants.
2. Evaluated the accounting treatment of the conversion of warrants done by the Management as per the applicable financial reporting framework.
3. Evaluated the terms and conditions in relation to the conversion of warrants.

3. Capitalization of Property, Plant and Equipment

(Refer Note No. 4(a) of the Standalone financial statements)

During the F.Y. 2022-2023, as part of the Company's expansion plans, the capital projects commenced during the year amounted to ₹ 318.71 crores while the projects ready for use and capitalized as Property, Plant and Equipment amounted to ₹ 31.49 crores. On a year-on-year basis, Capital Work in Progress has increased from ₹ 85.88 crores to ₹ 373.10 crores as per Standalone IND AS Financial Statements as on 31st March, 2023. Major expansion has been undertaken by the Company for construction of Steel Division at Ghughus Plant and a new Sponge Iron and Steel Production Facility at Konsari, Maharashtra.

Based on the management representations received, there are no capital projects for which completion is

overdue or has exceeded its cost compared to its original plan. Also, significant level of judgement is involved to ensure that the aforesaid capital expenditure / additions meet the recognition criteria of Ind AS 16, 'Property, Plant and Equipment', specifically in relation to costs directly and indirectly associated with it to be ready for the intended use by the management. As a result, the aforesaid matter was determined to be a key audit matter.

How the matter was addressed in our audit:

Our audit procedures to assess the accounting for Capital Work in Progress included the following:

1. Performed walk-through of the capitalization process and tested the design and operating effectiveness of the controls in the process.
2. Assessed the nature of the additions made to Property, Plant and Equipment and Capital Work-in-Progress (CWIP) in a detailed manner to assess whether they meet the recognition criteria as set out in Ind AS 16, 'Property, Plant and Equipment' including any other costs directly and indirectly associated with it to be ready for intended use.

4. Evaluation of Contingent Liabilities:

(Refer Note No. 34 of the Standalone Financial Statements)

On a year-on-year basis, Contingent Liabilities have increased from ₹ 65.66 crores to ₹ 100.06 crores as per the Notes to Financial Statements as on 31st March, 2023. The existence of the payments against these claims requires management judgment to ensure disclosure of most appropriate values of contingent liabilities.

How the matter was addressed in our audit:

Our audit procedures included, among others, assessing the appropriateness of the management's judgment in estimating the value of claims against the company not acknowledged as debts as given in the Note 34 as per IND AS 37, 'Provisions, Contingent Liabilities and Contingent Assets' and reviewing the legal documents including Bank Guarantee letters for guarantees issued by banks on behalf of the Company.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the

Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance Report but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the

Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticisms throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether

a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the

Companies Act 2013, we give in the 'Annexure B', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Company has no branch office and hence the company is not required to conduct audit under section 143 (8) of the Act;
- d. The Balance Sheet, the Statement of Profit and Loss, the Cash flow statement dealt with by this Report are in agreement with the books of account;
- e. In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (As amended);
- f. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A." Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial Reporting;
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us (As amended):
 - i. The Company has disclosed the impact of pending litigations on its financial position in Note 34 of the Standalone Financial Statements.

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. During the year, no amounts were required to be transferred to the Investor Education and Protection Fund by the Company. So, the question of delay in transferring such sums does not arise.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the standalone Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) contain any material misstatement; and
 - v. The final dividend paid by the Company during the year, in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- For TODARWAL & TODARWAL LLP**
Chartered Accountants
ICAI Firm Reg. No.: 111009W/ W100231
- Kunal Tadarwal**
Partner
M.No.: 137804
UDIN: 23137804BGWDFN5096
- Date: 25th April, 2023
Place: Mumbai

Annexure – A to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls over financial reporting of **Lloyds Metals and Energy Limited** ("the Company") as of 31st March, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over

financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to these Standalone Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **TODARWAL & TODARWAL LLP**

Chartered Accountants

ICAI Firm Reg. No.: 111009W/ W100231

Kunal Todarwal

Partner

Date: 25th April, 2023

Place: Mumbai

M.No.: 137804

UDIN: 23137804BGWDFN5096

Annexure - B to Independent Auditor's Report

The 'Annexure B' referred to in Independent Auditor's Report to the Members of the Company on the Standalone Financial Statements for the year ended 31st March 2023, we report that:

- i. a) A. According to the information and explanation given to us and based on the records produced before us, we are of the opinion that the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- B. The Company does not own any Intangible Assets therefore clause i(a)(B) is not applicable.
- b) According to the information and explanation given to us, fixed assets were physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or Intangible assets or both during the year therefore clause i(d) is not applicable.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no benami property held by the Company therefore clause i(e) is not applicable.
- ii. a) According to the information and explanation given to us Inventory has been physically verified by the management at reasonable intervals and in our opinion the coverage and procedure of such verification by the management is appropriate.

No material discrepancies were noticed that would have an impact over the Financial Statements.

- b) According to the information and explanation given to us and based on the records produced before us, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets and the quarterly returns/statements filed by the company with such banks are in agreement with the books of account of the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments and granted unsecured loans but not provided guarantee or security, to companies, firms, limited liability partnerships or any other parties during the year.
 - a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries, joint ventures and associates.
 - B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans to a party other than subsidiaries, joint ventures and associates as follows :-

Particulars	Loans (₹ In Crores)
Aggregate amount granted/ provided during the year:	
Others	25.07
Balance outstanding as at the balance sheet date:	
Others	25.07

- b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the investments made and the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.
- c) According to the information and explanations given to us and on the basis of our examination of

the records of the Company, in the case of loans given, the schedule of repayment of principal and payment of interest has been stipulated by the Company.

- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party.
- f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given loans which are repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to information and explanation given to us, in respect of investments made and loans given, the provisions of section 185 and Section 186 of Companies Act, 2013 have been complied with.
- v. According to the information and explanation given to us, the company has not accepted deposits or amounts deemed to be deposits. Therefore, this clause is not applicable.
- vi. Pursuant to the rules made by the Central Government, the maintenance of Cost Records has been prescribed u/s. 148(1) of the Companies Act, 2013. We are of the view that prima facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.

- b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes, except for the following :-

Sr No.	Name of Statute	Nature of dues	Amount (₹ in crores)	Forum where dispute is pending
1	The Central Excise Act, 1944	Excise Duty	0.05	Supreme Court
2	The Central Excise Act, 1944	Excise Duty	0.67	Commissioner of Appeals, Guntur
3	The Central Excise Act, 1944	Excise Duty	5.84	CESTAT
4	The Central Excise Act, 1944	Excise Duty	8.43	CESTAT
5	Income Tax Act, 1961	Income Tax	33.68	Commissioner of Appeal, Income Tax

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix. a) According to the information and explanation given to us and based on the records produced before us, the company has not defaulted in repayments of dues to financial institutions and banks.
- b) According to the information and explanation given to us, the company is not declared as a willful defaulter by any Bank or Financial Institution or other lender.
- c) In our opinion and according to information and explanation given to us, the company has applied the term loans for the same purpose for which they were obtained.
- d) According to the information and explanation given to us, the funds raised for short term basis have not been utilized for long term purposes by the company.
- e) According to the information and explanation given to us and the record produced before us, the company has not taken any funds from any entity

- or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) In our opinion and according to information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the requirements of section 42 and section 62 of the Companies Act, 2013 for preferential allotment of optionally convertible debentures and the funds raised have been used for the purposes for which the funds were raised.
- xi. a) During the course of our examination of the books of account carried in accordance with the generally accepted auditing standards in India, we have neither come across any instance of fraud on or by the Company, either noticed or reported during the year, nor have we been informed of such case by the Management.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government
- c) No whistle blower complaints were received by the Company during the year. Therefore, clause xi(c) of paragraph 3 is not applicable.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause (xii) of Paragraph 3 of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- xiv. a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause(xvi)(a) of Paragraph 3 of the Order is not applicable.
- b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause (xvi)(c) of Paragraph 3 of the Order is not applicable.
- d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause(xvi)(d) of Paragraph 3 are not applicable.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause (xviii) of Paragraph 3 of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the

Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 in respect of other than ongoing project. Accordingly, clauses (xx)(a) of Paragraph 3 of the Order are not applicable.

- b) In our opinion and according to the information and explanations given to us, there are no ongoing projects as per section 135 of the Companies Act. Accordingly, clauses (xx)(b) of Paragraph 3 of the Order are not applicable.

For **TODARWAL & TODARWAL LLP**
Chartered Accountants
ICAI Firm Reg. No.: 111009W/ W100231

Kunal Todarwal
Partner
M.No.: 137804
UDIN: 23137804BGWDFN5096

Date: 25th April, 2023
Place: Mumbai

Standalone Balance Sheet

as at 31st March 2023

(₹ in Crores)

Sr. No.	Particulars	Note No.	As at 31 st March 2023	As at 31 st March 2022
(1)	ASSETS			
	Non-Current Assets			
(a)	Property, Plant and Equipment	4	474.60	399.06
(b)	Capital Work in Progress	4(a)	373.10	85.88
(c)	Right to Use Account	4(b)	57.77	0.60
(d)	Financial Assets			
(i)	Investments	5	0.14	0.14
(e)	Deferred tax assets (Net)	6	137.38	28.24
(f)	Other Non-current Assets	7	36.31	0.87
	Total Non Current Assets		1,079.30	514.79
(2)	CURRENT ASSETS			
(a)	Inventories	8	269.75	166.84
(b)	Financial Assets			
(i)	Investments	8(i)	36.79	-
(ii)	Trade Receivables	9	24.51	23.74
(iii)	Cash and Cash Equivalent	9(i)	27.56	13.73
(iv)	Bank Balances Other than (iii) above	9(ii)	236.98	8.14
(v)	Loans & Advances	9(iii)	25.07	-
(c)	Other Current Assets	10	325.84	96.49
	Total Current Assets		946.50	308.94
	TOTAL ASSETS		2,025.80	823.73
	EQUITY AND LIABILITIES			
	Equity			
(a)	Equity Share Capital	11	50.48	37.04
(b)	Other Equity	12	1,478.42	444.54
	Total Equity		1,528.90	481.58
	Liabilities			
	Non Current Liabilities			
(a)	Financial Liabilities			
(i)	Borrowings	13	-	56.72
(ia)	Lease Liabilities	13(i)	2.19	0.43
(b)	Provisions	14	22.56	5.36
(c)	Other Non-Current Liabilities	15	-	161.43
	Total Non Current Liabilities		24.75	223.94
	Current Liabilities			
(a)	Financial Liabilities			
(i)	Borrowings		-	-
(ia)	Lease Liabilities	16(i)	0.61	0.21
(ii)	Trade Payables			
a)	total outstanding dues of micro enterprises and small enterprises; and	-	-	-
b)	total outstanding dues of creditors other than micro enterprises and small enterprises	16(ii)	74.53	15.18
(iii)	Other financial liabilities (other than those specified in item)	16(iii)	1.57	38.83
(b)	Other Current Liabilities	17	383.32	50.06
(c)	Provisions	18	12.12	13.93
	Total Current Liabilities		472.15	118.21
	TOTAL EQUITY AND LIABILITIES		2,025.80	823.73
	Notes forming Part of Financial Statements	1-42		

As per our Report of even date

For **Todarwal & Todarwal LLP**
Chartered Accountants
Firm Registration No W100231

Sd/-
Kunal Todarwal
Partner
Membership No 137804

Place : Mumbai
Date : 25th April 2023

For and on behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389

Sd/-
Riyaz Shaikh
Chief Financial Officer

Sd/-
Mukesh Gupta
Chairman
DIN: 00028347

Sd/-
Trushali Shah
Company Secretary
Membership No.-ACS-61489

Standalone Statement of Profit and Loss

for the year ended 31st March 2023

(₹ in Crores)

Sr. No.	Particulars	Note No.	For the year ended 31 st March 2023	For the year ended 31 st March 2022
I	REVENUE FROM OPERATIONS			
	Gross Sales / Income from Operations	19	3,392.31	697.50
II	Other Income	20	74.46	29.75
III	Total Income (I+II)		3,466.77	727.25
IV	EXPENSES			
a)	Cost of Materials Consumed	21	504.35	373.27
b)	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	22	35.78	(60.40)
c)	Employee Benefit Expenses	23	54.26	18.35
d)	Finance Cost	24	65.04	18.14
e)	Depreciation and amortization expenses	25	23.00	17.98
f)	Other Expenses	26	1,987.62	220.74
	Total Expenses (IV)		2,670.05	588.09
V	PROFIT /(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)		796.72	139.16
VI	Exceptional Items	21(a)	1,194.40	51.36
VII	PROFIT /(LOSS) BEFORE TAX (V-VI)		(397.68)	87.80
VIII	Tax Expenses:			
a)	Current Tax		-	-
b)	Deferred Tax Income	27	109.14	9.51
IX	PROFIT (LOSS) FOR THE PERIOD FROM CONTINUING OPERATION (VII-VIII)		(288.54)	97.30
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expenses of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the Year (IX+XII)		(288.54)	97.30
XIV	OTHER COMPREHENSIVE INCOME			
(a) (i)	Items that will be reclassified subsequently to the statement of profit and loss		-	-
(ii)	Income tax on items that will be reclassified subsequently to the statement of profit and loss		-	-
(b) (i)	Items that will not be reclassified subsequently to the statement of profit and loss		2.07	0.73
(ii)	Income tax on items that will not be reclassified subsequently to the statement of profit and loss		-	-
	TOTAL OTHER COMPREHENSIVE INCOME/(LOSS)		2.07	0.73
XV	Total Comprehensive Income for the year (XIII+XIV)		(286.47)	98.03
XVI	Earnings per equity share (for discontinued operation):		-	-
XVII	Earning per share (for discontinued and continued operation):			
(1)	Basic (in ₹)		(6.53)	2.85
(2)	Diluted (in ₹)		(4.74)	2.78
	Notes forming Part of Financial Statements	1-42		

As per our Report of even date

For **Todarwal & Todarwal LLP**
Chartered Accountants
Firm Registration No W100231

Sd/-
Kunal Todarwal
Partner
Membership No 137804

Place : Mumbai
Date : 25th April 2023

For and on behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389

Sd/-
Riyaz Shaikh
Chief Financial Officer

Sd/-
Mukesh Gupta
Chairman
DIN: 00028347

Sd/-
Trushali Shah
Company Secretary
Membership No.-ACS-61489

Standalone Cash Flow Statement

for the year ended 31st March, 2023

(₹ in Crores)

Sr. No.	Particulars	For the year ended 31 st March 2023 (Audited)	For the year ended 31 st March 2022 (Audited)
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/(Loss) Before Tax	(397.68)	87.80
	Adjustments for:		
	Depreciation	23.01	17.98
	Other comprehensive Income	2.07	0.73
	Deferred Tax income	109.14	-
	SBP Reserve	6.78	(0.19)
	Loss on disposal of Property, Plant and equipment	3.66	0.10
	(Profit) on disposal of Property, Plant and equipment	-	(0.01)
	Interest/Dividend Income	(12.35)	(0.61)
	Interest & Financial Charges	5.98	10.18
	Operating Profit Before Working Capital Changes	(259.41)	115.98
	Change in operating assets and liabilities		
	(Increase)/Decrease in Trade and other Receivables	(0.77)	(16.83)
	(Increase)/Decrease in Financial Assets	0.00	(2.41)
	(Increase)/Decrease in Loan & Advance	(25.07)	-
	(Increase)/Decrease in Other Current Assets	(217.35)	29.97
	(Increase)/Decrease in Inventories	(102.91)	(51.13)
	(Increase)/Decrease in Investment	(36.79)	0.00
	(Increase)/Decrease in Other Non Current Assets	(92.62)	0.05
	(Increase)/Decrease in Prepayments	(7.99)	(0.10)
	Increase/(Decrease) in Borrowings	-	(9.69)
	Increase/(Decrease) in Trade Payable	59.35	(20.07)
	Increase/(Decrease) in Other Financial Liabilities	(19.02)	2.85
	Increase/(Decrease) in Lease Liabilities	0.40	0.03
	Increase/(Decrease) in Other Current Liabilities	335.02	(9.04)
	Increase/(Decrease) in Non Current Liabilities	(161.43)	(120.74)
	Increase/(Decrease) in Provisions	15.39	3.22
	Cash Generated from Operations	(513.19)	(77.91)
	Direct Taxes (Paid)/ Net of Refunds	(3.25)	(0.30)
	Net cash inflow (outflow) from operating activities	(516.43)	(78.21)
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Property, Plant & Equipment	(99.63)	(56.24)
	(Increase)/Decrease on FDR	(228.84)	(0.50)
	(Increase)/Decrease on Investment	(0.01)	0.00
	Sale of Property, Plant & Equipment	(1.50)	(0.02)
	Interest/Dividend Received	4.93	0.58
	(Increase)/Decrease in Capital WIP	(287.22)	(1.17)
	Net cash inflow (outflow) from investing activities	(612.27)	(57.35)

Standalone Cash Flow Statement

for the year ended 31st March, 2023 (Contd.)

(₹ in Crores)

Sr. No.	Particulars	For the year ended 31 st March 2023 (Audited)	For the year ended 31 st March 2022 (Audited)
C	CASH FLOW FROM FINANCING ACTIVITIES :		
	Interest & Financial Charges Paid	(0.89)	-
	Interest & Financial Charges paid (Govt. Penalty & fees)	(0.31)	-
	Interest on Vehicle Loans	(0.15)	-
	Interest on Leases As Per Ind AS	(0.71)	-
	Interest on Debentures	(58.05)	-
	Interest on Term Loan/CC	(5.98)	(9.86)
	Proceeds from issue of Shares	-	11.67
	Proceeds from issue of Shares from ESOP	0.09	0.03
	Proceeds from issue of Share warrant money	15.63	-
	Proceeds from issue of Shares Premium	1,292.53	189.93
	Proceeds from issue of Optionally Fully Convertible Debentures	(2.39)	-
	Proceeds From Borrowing	0.00	75.21
	(Repayment) of Borrowing	(74.97)	(118.08)
	Dividend Paid	(22.24)	0.00
	Net cash inflow /(outflow) from financing activities	1,142.53	148.89
	Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	13.83	13.33
	Cash & Cash Equivalents at the beginning of Period	13.73	0.40
	Cash & Cash Equivalents at the end of Period	27.56	13.73
	Net Increase / (Decrease) in Cash & Cash Equivalents	13.83	13.33
	Components of Cash and Cash equivalents		
	(a) Cash in Hand	0.02	0.11
	(b) Balance with Schedule Bank : Current account	27.55	13.62
	Total cash and Cash Equivalents	27.56	13.73

As per our Report of even date

For **Todarwal & Todarwal LLP**
Chartered Accountants
Firm Registration No W100231

Sd/-
Kunal Todarwal
Partner
Membership No 137804

Place : Mumbai
Date : 25th April 2023

For and on behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389

Sd/-
Riyaz Shaikh
Chief Financial Officer

Sd/-
Mukesh Gupta
Chairman
DIN: 00028347

Sd/-
Trushali Shah
Company Secretary
Membership No.-ACS-61489

Standalone Statement of Change in Equity

for the year ended 31st March, 2023

A. EQUITY SHARE CAPITAL

(1) Current reporting period

(₹ in Crores)

Balance as at 1st April, 2022	Changes during the year	Balance as at 31st March, 2023
36.87	13.61	50.48

(2) Previous reporting period

(₹ in Crores)

Balance as at 1st April, 2021	Changes during the year	Balance as at 31st March, 2022
25.17	11.70	36.87

B. OTHER EQUITY

(1) Current reporting period

(₹ in Crores)

	Reserves and Surplus								Total
	Money received against share warrants	Equity Component of Optionally Fully convertible Debentures	Capital Reserve	Securities Premium	SBP Reserve	Retained Earnings	Other items of Other Comprehensive Income (Gratuity and Leave encashment)	Money received against share warrants	
Balance as at 01st April, 2022	15.63	2.39	77.56	212.87	0.52	134.47	1.09	-	444.53
Profit for the Year	-	-	-	-	-	(288.54)	-	-	(288.54)
Other Comprehensive Income for the year	-	-	-	-	-	-	2.07	-	2.07
Total Comprehensive Income for the current year	15.63	2.39	77.56	212.87	0.52	(154.07)	3.16	-	158.06
Dividend Paid for FY 2021-22*	-	-	-	-	-	22.24	-	-	22.24
Issue/Conversion of Equity Shares	(15.63)	(2.39)	-	1,295.17	6.78	58.49	-	-	1342.42
Shares Forfeited	-	-	0.17	-	-	-	-	-	0.17
Balance as at 31st March, 2023	-	-	77.73	1,508.04	7.29	(117.82)	3.16	-	1,478.42

* Dividends paid during the year ended March 31, 2023 is ₹ 0.50/- per equity share towards the final dividend for the year ended March 31, 2022. Nil Dividends paid during the year ended March 31, 2022.

Standalone Statement of Change in Equity

for the year ended 31st March, 2023

(2) Previous reporting period

(₹ in Crores)

	Reserves and Surplus								Total
	Money received against share warrants	Equity Component of Optionally Fully convertible Debentures	Capital Reserve	Securities Premium	SBP Reserve	Retained Earnings	Other items of Other Comprehensive Income (Gratuity and Leave encashment)	Money received against share warrants	
Balance as at 01st April, 2021	15.63	1.28	77.56	24.06	0.70	37.17	0.36	-	156.76
Profit for the Year	-	-	-	-	-	97.30	-	-	97.30
Other Comprehensive Income for the year	-	-	-	-	-	-	0.73	-	0.73
Total Comprehensive Income for the previous year	15.63	1.28	77.56	24.06	0.70	134.47	1.09	-	254.79
Dividends	-	-	-	-	-	-	-	-	-
Issue/Conversion of Equity Shares	-	1.12	-	188.81	(0.19)	-	-	-	189.74
Balance as at 31st March, 2022	15.63	2.39	77.56	212.87	0.52	134.47	1.09	-	444.53

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

1. COMPANY INFORMATION

Lloyds Metals and Energy Limited (The Company) was incorporated in 1977 having its registered office at Plot No. A 1-2, MIDC Area, Ghugus, Chandrapur - 442505, Maharashtra State. The Company is listed in BSE Limited (BSE).

The Company is into the business of mining of Iron Ore, manufacturing of Sponge Iron and generation of Power.

The functional and presentation currency of the Company is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Company operates.

The financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on April 25, 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

b) Basis of preparation

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has identified Managing Director and Chief Financial Officer as chief operating decision maker. Refer Note 37 for segment information presented.

d) Foreign currency transaction

- i) Functional and presentation currency: Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian National Rupee (₹), which is the Company's functional and presentation currency.
- ii) Transactions and balances: Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Exchange differences arising from foreign currency fluctuations are dealt with on the date of payment/receipt. Assets and Liabilities related to foreign currency transactions remaining unsettled at the end of the period/year are translated at the period/ year end rate. The exchange difference is credited / charged to Profit & Loss Account in case of revenue items and capital items.

Forward exchange contracts entered into, to hedge foreign currency risk of an existing asset/ liability. The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

e) Revenue Recognition

The Company recognizes revenue in accordance with Ind- AS 115. Revenue is recognised upon transfer of control of promised goods to customers i.e., when the performance obligation gets fulfilled in an amount that reflects the consideration which the company expects to receive in exchange for that particular performance obligation.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Revenue is measured based on the transaction price, which is the net of variable consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Sale of Goods

Revenue from the sale of manufactured and traded goods is recognised when significant risks and rewards of ownership of goods have been transferred, effective control over the goods no longer exists with the Company, amount of revenue / costs in respect of the transactions can reliably be measured and probable economic benefits associated with the transactions will flow to the Company.

Other Revenue

Customs Duty

Customs Duty/incentive entitlement as and when eligible is accounted on accrual basis. Accordingly, import duty benefits against exports effected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty-free imports of raw material yet to be made.

Interest Income

Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.

Other Income/Miscellaneous Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

f) Government grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs they are intended to compensate and presented within other income.

Government assistance to entities meets the definition of government grants in Ind AS 20, even if there are no conditions specifically relating to the operating activities of the entity other than the requirement to operate in certain regions or industry sectors. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit and loss on a straight-line basis over the expected lives of the related assets and presented within other income.

g) Taxes

Income tax expenses comprise current tax expense and the net changes in the deferred tax asset or liability during the year. Current & deferred taxes are recognized in the statement of Profit & Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current & deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

i) Current income tax

Income tax expense is the aggregate amount of Current tax. Current tax is the amount of income tax determined to be payable in respect of taxable income for an accounting period or computed on the basis of the provisions of Section 115JB of Income Tax Act, 1961 by way of minimum alternate tax at the prescribed percentage on the adjusted book profits of a year, when Income Tax Liability under the normal method of tax payable basis works out either a lower amount or nil amount compared to the tax liability u/s 115JA.

ii) Deferred Tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

will be available against which the temporary differences can be utilized. However, if these are unabsorbed depreciation, carry forward losses and items relating to capital losses, deferred tax assets are recognised when there is reasonable certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets in respect of unutilized tax credits which mainly relate to minimum alternate tax are recognised to the extent it is probable that such unutilized tax credits will get realized.

The unrecognized deferred tax assets/ carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, (a) the Company currently has a right to set-off the current income tax assets and liabilities, and (b) when it relate to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balances on net basis. Ref. Note No.38

h) Leases

The Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of

interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to Statement of profit and loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

The Company has assessed the impact of application of Ind AS 116 on Company's financial statements and provided necessary treatments and disclosures as required by the standard (Refer Note No 39).

i) Impairment of assets

The impairment of assets depends on whether there has been a significant increase in the credit risks since initial recognition. Accordingly, the Company deals with providing for impairment of loss. In case of trade receivables, the Company applies the simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

j) Inventories

The general practice adopted by the company for valuation of inventory is as under:

i)	Raw Materials	*At lower of cost and net realizable value.
ii)	Stores and spares	At cost
iii)	Work-in-process/ semi-finished goods	At material cost plus labour and other appropriate portion of production and administrative overheads and depreciation
iv)	Finished Goods/Traded Goods	At lower of cost and net realizable value.
v)	Finished Goods at the end of trial run	At net realizable value.
vi)	Scrap material	At net realizable value.
vii)	Tools and equipments	At lower of cost and disposable value.

*Material and other supplies held for use in the production of the inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

Costs of inventories are determined on a weighted average basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

k) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

l) Investments and other financial assets

i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

ii) Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition

of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expenses in profit or loss.

Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. However, where the impact of discounting / transaction costs is significant, the amortised cost is measured using the effective interest rate ('EIR') method. Interest income from these financial assets is included in Other Income.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, the same are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

measured at fair value through profit or loss is recognized in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments:

The Company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in the other income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Ref Note 30 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

iv) Derecognition of financial assets

Financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flow from the financial asset or

- retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

m) Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their nature. The costs of the Company are broadly categorized in to material consumption, cost of trading goods, employee benefit expenses, depreciation and amortization, other operating expenses and finance cost. Employee benefit expenses include employee compensation, gratuity, leave encashment, contribution to various funds and staff welfare expenses. Other expenses broadly comprise manufacturing expenses, administrative expenses and selling and distribution expenses.

n) Derivatives

The derivative contracts to hedge risks which are not designated as hedges are accounted at fair value through profit or loss and are included in the profit and loss account.

o) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Financial Assets

Initial Recognition

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent Measurement

The subsequent measurement of the non-derivative financial assets depends on their classification as follows:

P) Property, Plant and Equipment ('PPE')

Property, plant and equipment are carried at cost less accumulated depreciation and impairment loss, if any in accordance with Ind-AS 16. The Company reviews the fair value with sufficient frequency to ensure that the carrying amount does not differ materially from its fair value.

Cost excludes Input credit under GST and such other taxes which can be utilize against GST liabilities. Depreciation on assets is claimed on such 'reduced' cost. All items of repairs and maintenance are recognized in the statement of profit and loss, except those meet the recognition principle as defined in Ind-AS 16. Any revaluation of an asset is recognized in other comprehensive income and shown as revaluation reserves in other equity

Depreciation/Amortization methods, estimated useful lives and residual value.

Depreciation is calculated using the straight-line basis at the rates arrived at based on the useful lives prescribed in Schedule II of the Companies Act, 2013. The company follows the policy of

charging depreciation on a pro-rata basis on the assets acquired or disposed off during the year. Leasehold assets are amortized over the period of lease.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains or losses on disposal are determined by comparing proceeds with carrying amount.

q) Intangible assets

i) Recognition

Intangible assets are recognized only when future economic benefits arising out of the assets flow to the enterprise and are amortized over their useful life. Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

ii) Amortization methods and periods

The Company amortized intangible assets on a straight line method over their estimated useful life not exceeding 5 years. Software is amortized over a period of three years.

Financial Liabilities

Initial Recognition

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent Recognition

The subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. Changes in fair value of such liability are recognized in the statement of profit or loss.

Financial liabilities at amortized cost

The Company's financial liabilities at amortized cost are initially recognized at net of transaction costs and includes trade payables, borrowings including bank overdrafts and other payables.

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method except for deferred consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

r) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

s) Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees Paid on the establishment

of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, there is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, canceled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instrument issued.

t) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as defined in Ind-AS 23 are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization. Any related foreign currency fluctuations on account of qualifying asset under construction is capitalized and added to the cost of asset concerned. Other borrowing costs are expensed as incurred.

u) Employee benefits

i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations.

Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity; and
- (b) Defined contribution plans such as provident fund and superannuation fund.
- (c) Defined benefit plans such as Leave encashment.

Gratuity & Leave Encashment obligations

The liability or assets recognized in the balance sheet in respect of gratuity & Leave Encashment plans is the present value of

the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Re measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailment are recognized immediately in profit or loss.

iv) Defined contribution plans

The company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expenses when they are due.

v) Equity settled share-based payments

Equity-settled share based payments to employees are measured at the fair value (i.e. excess of fair value over the exercise price of the option) of the Employee Stock

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Options Plan at the grant date. The fair value of option at the grant date is calculated by Black- Scholes model. In case the options are granted to employees of the company, the fair value determined at the grant date is expensed on a straight line basic over the vesting period, based on the Company's estimate of options that will eventually vest, with a corresponding increase in equity.

vi) Bonus plans

The Company recognizes a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

v) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

w) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

x) Earnings per share

i) **Basic earnings per share:** Basic earnings per share are calculated by dividing:

- The profit attributable to owners of the company.
- By the weighted average number of equity shares outstanding during the financial year.

ii) **Diluted earnings per share:** diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would

have been outstanding assuming the conversion of all dilutive potential equity shares.

y) Custom duty and its benefits

Customs Duty payable on imported raw materials, components and stores and spares is recognized to the extent assessed by the customs department.

Customs duty entitlement eligible under passbook scheme / DEPB is accounted on accrual basis. Accordingly, import duty benefits against exports affected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty free imports of raw material yet to be made.

z) The Treatment of expenditure during construction period

All expenditure and interest cost during the project construction period, are accumulated and shown as Capital Work-in- Progress until the project/ assets commences commercial production. Assets under construction are not depreciated. Expenditure/Income arising out of trial run is part of pre-operative expenses included in Capital Work-in-Progress.

aa) Fair value measurement

The Company reviews the fair value of Land with sufficient frequency to ensure that the carrying amount does not differ materially from its fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation techniques that are appropriate in circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant absorbable inputs and minimizing the use of un-absorbable inputs. External valuers are appointed for valuing land. The selection criteria for these valuers include market knowledge, reputation, independence and whether professional standards are maintained.

ab) Amortization of expenses

Equity Issue expenses: Expenditure incurred in equity issue is being treated as Deferred and

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Revenue Expenditure to be amortized over a period of 10 years;

Debenture Issue Expenses: Debenture Issue expenditure is amortized over the period of 10 years.

Deferred Revenue Expenses: Deferred Revenue expenses are amortized over a period of 5 years.

ac) Research and development expenses

Research and Development costs (other than cost of fixed assets acquired) are expensed in the year in which they are incurred.

ad) Investment in Associates

Investments in associates are recognized at cost. The company provides for any permanent diminution, if any, in value of such investment.

ae) Accounting for Provisions, Contingent Liabilities & Contingent Assets

In conformity with Ind-AS 37, 'Provisions, Contingent Liabilities and Contingent Assets', issued by the ICAI. A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in financial statements.

af) Provision for doubtful debts

The Management reviews on a periodical basis the outstanding debtors with a view to determine as to whether the debtors are good, bad or doubtful after taking into consideration all the relevant aspects.

On the basis of such review and in pursuance of other prudent financial considerations the management determines the extent of provision to be made in the accounts.

ag) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Crores as per the requirement of Schedule III, unless otherwise stated.

3. CRITICAL ESTIMATES AND JUDGMENTS

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

Impairment of Investments

The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment

Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

NOTE: 4 PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross carrying amount			Accumulated depreciation/amortisation			Net carrying amount	
	As at 1 st April, 2022	Additions	Deletions	As at 31 st March 2023	As at 1 st April, 2022	For the Year 2022-23	On disposals	As at 31 st March 2023
Owned Assets								
Land	9.69	0.35	-	10.04	-	-	-	10.04
Mining Complex	52.54	14.02	-	66.56	0.00	2.78	-	63.78
Factory Building & Site Development	29.03	28.51	-	57.54	14.08	1.62	-	41.84
Residential Building: Housing Complex	7.84	-	-	7.84	5.18	0.41	-	2.25
Mining Road	4.99	-	-	4.99	2.61	0.95	-	1.43
Plant and Machinery	443.49	49.01	-	492.50	268.86	10.24	-	213.40
Plant and Machinery- Power	199.97	-	3.21	196.76	64.92	4.58	1.09	128.35
Furniture & Fixture	2.97	1.81	-	4.78	1.51	0.27	-	3.00
Motor Vehicles	5.71	3.28	0.09	8.90	2.31	0.77	0.05	5.87
Office Equipments	1.36	1.42	-	2.78	0.88	0.10	-	1.79
Computers	1.56	1.24	-	2.80	1.43	0.23	-	1.14
Assets Taken on Lease								
Leasehold Land	1.71	-	-	1.71	-	-	-	1.71
Total - Property, Plant and Equipment	760.86	99.64	3.30	857.20	361.79	21.95	1.14	474.60
								399.06

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Note 4(a): Non Current Assets: Capital in progress

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balance as at the beginning of the year	85.88	84.71
Add: Addition during the year	318.71	56.42
Less: Capitalisation during the year	31.49	55.25
Balance as at the end of the year	373.10	85.88

CWIP aging schedule

Ageing for Capital – Work – in – Progress as at 31st March, 2023 is as follows

(₹ in Crores)

Particulars	Upto 1 year	1 Year to 2 Year	2 Year to 3 Year	>3 Year	Total
Ghugus Project	94.82	45.65	37.16	-	177.63
Surjagarh Mining Project	13.20	-	-	-	13.20
Konsari Project	180.78	1.46	0.03	-	182.27
Total	288.80	47.11	37.19	-	373.10

Ageing for Capital – Work – in – Progress as at 31st March, 2022 is as follows

(₹ in Crores)

Particulars	Upto 1 year	1 Year to 2 Year	2 Year to 3 Year	>3 Year	Total
Ghugus Project	42.56	41.72	0.02	-	84.30
Surjagarh Mining Project	0.09	-	-	-	0.09
Konsari Project	1.41	0.05	0.03	-	1.49
Total	44.06	41.77	0.05	-	85.88

4(b) Right to Use Account

The estimated impact of Ind AS 116 on the Company's financial statements at 31 March 2023 is as follows:

The details of the right-of-use assets held by the Company as on 31st March, 2023 is as follows:

(₹ in Crores)

	Additions for year ended 31 st March, 2023	Net carrying amount as at 31 st March, 2023
Building	9.94	9.85
Security Deposit	48.28	47.92
Total	58.22	57.77

Expenses/ (Income) on right-of-use assets are as follows:

(₹ in Crores)

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on Building	0.70	0.18
Depreciation on Security Deposit	0.35	-
Interest on Lease Liabilities	0.77	0.09
Interest on Security Deposit (Income)	(0.05)	-
Total	1.77	0.27

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

The details of the right-of-use assets held by the Company as on 31st March, 2022 is as follows: (₹ in Crores)

	Additions for year ended 31 st March, 2023	Net carrying amount as at 31 st March, 2023
Building	-	0.60
Security Deposit	-	-
Total	-	0.60

Expenses/ (Income) on right-of-use assets are as follows: (₹ in Crores)

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Depreciation on Building	0.18	0.44
Depreciation on Security Deposit	-	-
Interest on Lease Liabilities	0.09	0.25
Interest on Security Deposit (Income)	-	-
Total	0.27	0.69

Statement of Cash flows:

The total cash outflow for leases is ₹ 0.64 Crores and ₹ 0.25 Crores for years ended 31st March, 2023 and 2022, respectively.

NOTE 5 : INVESTMENTS- NON CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(1) Investment in Wholly-Owned Subsidiaries (unquoted - fully paid up):		
i) Thriveni Lloyds Mining Private Limited*	0.10	0.00
10,000 Equity Shares of ₹ 10/- Each (Previous Year Nil)		
ii) Lloyds Infinite Foundation	0.01	-
10,000 Equity Shares of ₹ 10/- Each (Previous Year Nil)		
Total Investment in subsidiaries	0.11	0.00
(2) Equity Investment in Other Companies (unquoted - fully paid up)		
i) Shine Trade & Properties Developers Private Limited	0.02	0.02
(Previously known as Gadchiroli Metals & Minerals Limited)		
19,000 Equity Shares of ₹ 10/- Each (Previous Year 19,000 Equity Shares of ₹ 10 Each)		
ii) Vimala Infrastructure Private Limited	0.01	0.01
(500 Equity Shares of ₹ 10/- Each)		
(Previous Year 500 Equity Shares of ₹ 10 each and share premium ₹ 240/- each)		
iii) Punjab & Maharashtra Co-op. Bank Limited	0.10	0.10
40,000 Equity Shares of ₹ 25/- Each		
(Previous Year 40,000 Equity Shares of ₹ 25/- Each)		
Total Investment in Equity Shares	0.13	0.13
Less: Impairment in value of Investments	0.10	-
Total investments - Non Current	0.14	0.14

*Thriveni Lloyds Mining Private Limited has become a 100% Wholly-Owned Subsidiary of the Company w.e.f. 20th January, 2023 it was a joint venture till 19th January, 2023 Previous year it was joint venture with 40% shareholding amounting to ₹ 40,000 held by the company.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Aggregate value of quoted and unquoted investments is as follows:

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Aggregate value of unquoted investments (net of impairment)	0.14	0.14
Aggregate value of impairment of investments	0.10	-

NOTE 6 : DEFERRED TAX ASSET

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Asset		
Deferred Tax Asset (Ref. Note No.38)	137.38	28.24
Total - Deferred Tax Asset	137.38	28.24

NOTE 7 : OTHER NON-CURRENT ASSETS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured, considered good		
Security Deposits	36.31	0.87
Total Other Non Current Assets	36.31	0.87

NOTE 8 : INVENTORIES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Raw Materials	37.50	20.87
(b) Work-in-Progress	0.59	76.49
(c) Finished Goods	86.59	37.56
(d) Stores and Spares	133.16	11.11
(e) Saleable Scrap & By products	6.58	18.46
(f) Intangible Inventory - Energy Saving certificate	5.33	-
(g) Intangible Inventory - Certified Emission Reduction (CER's)	-	2.34
Total - Inventories	269.75	166.84

Note 8(i) : Investments- Current

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Investment designated at fair value through profit and loss		
Investment in Shares (Quoted shares)	36.79	-
Total - Current Investment	36.79	-

Aggregate value of quoted and unquoted investments is as follows:

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Aggregate value of quoted investments	36.79	-
Aggregate market value of quoted investments	36.79	-

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

NOTE 9 : TRADE RECEIVABLES - CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured, Considered Good		
Trade Receivables	24.51	23.74
Total - Trade Receivables	24.51	23.74

Trade Receivables ageing schedule

(₹ in Crores)

Current outstanding as on 31.03.2023	Outstanding for following periods from the date of transaction#					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a) Undisputed Trade receivables — considered good	22.99	1.52	-	-	-	24.51
(b) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(c) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(d) Disputed Trade Receivables— considered good	-	-	-	-	-	-
(e) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(f) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
Total - Trade Receivables	22.99	1.52	-	-	-	24.51

Trade Receivables ageing schedule

(₹ in Crores)

Current outstanding as on 31.03.2022	Outstanding for following periods from the date of transaction#					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a) Undisputed Trade receivables — considered good	23.48	0.25	0.00	0.01	-	23.74
(b) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(c) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(d) Disputed Trade Receivables— considered good	-	-	-	-	-	-
(e) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(f) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
Total - Trade Receivables	23.48	0.25	0.00	0.01	-	23.74

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Note 9 : (i) Cash and Cash Equivalents

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
I Balances with Banks		
In Current Accounts	27.25	13.62
Cash in Hand	0.02	0.11
II Other Bank Balance		
Earmarked Balances with Bank*	0.29	-
Total - Cash and Cash Equivalents	27.56	13.73

*Note: Earmarked Balance with banks pertains to Unclaimed Dividend

Note 9 : (ii) Other Balances with Banks

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Other Bank Balances		
Balance held in Bank as Fixed Deposits*	236.98	8.14
Total - Other Balances with Banks	236.98	8.14

* Include FDR maintained against Bank Guarantees ₹46.98 Crs. (Previous year ₹ 8.14 Crs.)

Note 9 : (iii) Loan & Advances

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Loan & Advances	25.07	-
Total - Loan & Advances	25.07	-

NOTE 10 : OTHER CURRENT ASSETS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Other than Capital Advance		
i) Advance to Suppliers*	144.21	19.99
ii) Prepaid Expenses	9.64	1.64
iii) Advance to Others	0.82	0.70
iv) Interest Receivable	1.20	0.44
v) Balance Receivable from Govt. Authorities	169.93	73.68
vi) Balance Receivable against NSC	0.04	0.04
Total - Other Current Assets	325.84	96.49

*Advance to suppliers ₹ 144.21 Crs. (Previous year ₹ 19.99 Crs.) regroup in Other Current Assets, Previous Financial Year separately shown as Other Financial Assets-Current.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

NOTE 11 : EQUITY SHARE CAPITAL

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
AUTHORIZED		
Equity Shares:		
75,00,00,000 Equity Shares of ₹ 1/- Each	75.00	75.00
(Previous year 75,00,00,000 Equity shares of ₹1/- each)		
Preference Shares :		
2,50,00,000 Preference Shares of ₹10/- each	25.00	25.00
(Previous year 2,50,00,000 Preference Shares of ₹10/- each)		
Total	100.00	100.00
ISSUED, SUBSCRIBED & PAID-UP CAPITAL		
36,87,19,220 Equity Shares of ₹1/- each	36.87	25.17
(Previous year 25,17,49,220 Equity Shares of ₹1/- each)		
Add : 13,61,05,000 Equity Shares of ₹1/- each	13.61	11.70
(Previous year 11,69,70,000 Equity Shares of ₹1/- each)		
(Previous year Shares forfeited - 3,97,875 Equity Shares of ₹10/- each (Amount originally paid-up)	-	0.17
Total - Equity Share Capital	50.48	37.04

A. During the year, the Company has converted 6,60,00,000 Convertible Warrants into Equity Shares of face value of ₹ 1/- each at a premium of ₹ 8.47/- each, The said convertible warrants were allotted on the terms that they shall be convertible (at the sole option of the warrant holder) at any time within a period of 18 months from the date of allotment of convertible warrants in the ratio of 1:1 issued at par via Preferential Allotment to the listed below company :

S. No.	Name of the Allottees ("Warrant holders")	No. of convertible warrants allotted
1	Sky United LLP	5,28,00,000.00
2	Blossom Trade & Interchange LLP	1,32,00,000.00
Total		6,60,00,000.00

B. During the year, the Company has converted 1,00,00,000 Optionally Fully Convertible Debentures ("OFCD's") into Equity Shares of face value of ₹ 1/- each at a premium of ₹ 19/- each in the conversion ratio of 1:1, issued at par via Preferential Allotment to Thriveni Earthmovers Private Limited ("TEMPL" / "Thriveni"). The said allottee is a co-promoter of the Company.

C. The Company has allotted 1,05,000 Equity Shares to the Lloyds Employees Welfare Trust under Lloyds Metals and Energy Limited Employee Stock Option Plan – 2017.

D. The Company had allotted 6,00,00,000 OFCD's to Sunflag Iron and Steel Co Limited ("Sunflag") pursuant to Arbitration Award dated 22nd April, 2022 and an Additional / Supplementary Arbitration Award dated 28th April, 2022. Pursuant to the conversion letter received from Sunflag the said allotted 6,00,00,000 OFCD's have been converted into 6,00,00,000 Equity Shares in the ratio of 1:1.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Shares held by promoters at the end of the year

Sr. No	Name of the Promoter	Shares held by Promoters				% Change during the year
		At 31 st March, 2023		At 31 st March, 2022		
		No. of Shares	% of total shares	No. of Shares	% of total shares	
i)	Ravi Agarwal	1,17,30,000.00	2.32	1,17,30,000.00	3.18	(0.86)
ii)	Mukesh R Gupta	7,07,300.00	0.14	7,07,300.00	0.19	(0.05)
iii)	Renu R Gupta	12,04,420.00	0.24	12,04,420.00	0.33	(0.09)
iv)	Abha M Gupta	6,69,540.00	0.13	6,69,540.00	0.18	(0.05)
v)	Dipti Akhil Mundhra	5,00,000.00	0.10	5,00,000.00	0.14	(0.04)
vi)	Rajesh R Gupta	12,08,460.00	0.24	12,08,460.00	0.33	(0.09)
vii)	Madhur Rajesh Gupta	96,00,000.00	1.90	96,00,000.00	2.60	(0.70)
viii)	Priyanka Rajesh Gupta	5,00,000.00	0.10	5,00,000.00	0.14	(0.04)
ix)	Shreekrishna M Gupta	96,02,000.00	1.90	96,02,000.00	2.60	(0.70)
x)	Shree Global Tradefin Ltd.	1,57,38,338.00	3.12	1,57,35,742.00	4.27	(1.15)
xi)	ASP Technologies Pvt. Ltd.	3,64,00,340.00	7.21	3,64,00,340.00	9.87	(2.66)
xii)	Triumph Trade & Properties Developers Private Limited	2,91,58,208.00	5.78	2,91,58,208.00	7.91	(2.13)
xiii)	Lloyds Metals And Minerals Trading LLP	3,57,41,529.00	7.08	3,57,41,529.00	9.69	(2.61)
xiv)	Sky United LLP	6,59,54,638.00	13.06	1,31,54,638.00	3.57	9.49
xv)	Thriveni Earthmovers Private Limited	10,00,05,501.00	19.81	9,00,02,906.00	24.41	(4.60)
xvi)	Blossom Trade and Interchange LLP	1,32,00,000.00	2.61			2.61
	Total	33,19,20,274.00	65.74	25,59,15,083.00	69.41	(3.67)

(A) Reconciliation of number of shares:

Particulars	At 31 st March, 2023		At 31 st March, 2022	
	Number of shares	Amount in Crores	Number of shares	Amount in Crores
Equity Shares				
At the beginning of the year	36,87,19,220.00	36.87	25,17,49,220	25.17
Issued During The Year	13,61,05,000.00	13.61	11,69,70,000	11.70
Outstanding at the end of the year	50,48,24,220.00	50.48	36,87,19,220	36.87

(B) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 1/- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

(C) Details of the shareholders holding more than 5% shares in the Company

Particulars	At 31 st March, 2023		At 31 st March, 2022	
	No. of Shares	% holding	No. of Shares	% holding
Equity shares of ₹1/- each fully paid-up				
Thriveni Earthmovers Private Limited	10,00,05,501	19.81	9,00,02,906	24.41
Sky United LLP	6,59,54,638	13.06	1,31,54,638	3.57
Sunflag Iron and Steel Co. Limited	6,00,00,000	11.89	-	-
ASP Technologies Private Ltd.	3,64,00,340	7.21	3,64,00,340	9.87
Lloyds Metals and Minerals Trading LLP	3,57,41,529	7.08	3,57,41,529	9.69
Triumph Trade & Properties Developers Private Ltd.	2,91,58,208	5.78	2,91,58,208	7.91
Clover Media Private Limited	2,63,28,495	5.22	2,66,50,000	7.23

NOTE 12 : OTHER EQUITY

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Reserves and surplus		
(a) Capital Reserve		
Opening Balance	77.56	77.56
Movement during the year	0.17	-
Closing Balance (A)	77.73	77.56
(b) Share premium		
Opening Balance	212.87	24.06
Add: Received on conversion Warrants	55.90	-
Add: Received on conversion OFCD	1,239.10	188.32
Add: Received on issue of ESOP	0.17	0.49
Closing Balance (B)	1,508.04	212.87
(c) Share Warrant application money		
Opening Balance	15.63	15.63
Transfer to Equity shares	(15.63)	-
Closing Balance (C)	-	15.63
(d) Equity Component of Optionally Fully convertible Debentures		
Opening Balance	2.39	2.39
Transfer to Equity shares	(2.39)	-
Closing Balance (D)	-	2.39
(e) Retained Earnings		
Opening Balance	134.47	37.17
Add: Transfer from SBP Reserve	0.44	-
Add: OFCD Interest on Early settlement	58.05	-
Add: Profit for the year	(288.54)	97.30
Less: Dividend for the year 2021-22	22.24	-
Closing Balance (E)	(117.82)	134.47
(f) Other Comprehensive Income (OCI)		
Opening Balance	1.09	0.36
Add: Movement in OCI (Net) during the year	2.07	0.73
Closing Balance (F)	3.16	1.09
(g) Share Based Payment Reserve		
Opening Balance	0.52	0.70
Add: Movement during the year	6.91	0.21
Less : Transfer to Share premium	0.14	0.39
Closing Balance (G)	7.29	0.52
Total - Other Equity	1,478.42	444.53

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

NOTE 13 : BORROWINGS - NON- CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Secured		
Term Loan from Banks and Financial Institutions (Ref. Note 13(a))	-	56.72
	-	56.72
Unsecured	-	-
Total - Long Term Borrowings	-	56.72

Note No. 13(a) : The term loans from Banks and financial institutions is Nil (Previous Year 56.72 Crs.) was secured by way of hypothecation/ mortgage on specified Plant & Machinery/assets & motor vehicles. Refer Note No.36.

Note 13 (i) : Lease Liabilities - Non Current

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Lease liabilities	2.19	0.43
Total - Lease Liabilities	2.19	0.43

NOTE 14 : PROVISIONS - LONG TERM

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for employee benefits		
Unfunded Gratuity Liability (Refer Note No. 28)	13.45	4.58
Unfunded Compensated Absences Liability	1.19	0.78
Provision for Others		
Site Restoration Mines	7.92	-
Total - Long Term Provisions	22.56	5.36

NOTE 15 : OTHER NON CURRENT LIABILITIES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Other Long Term Liabilities	-	161.43
Total - Other Non Current Liabilities	-	161.43

Note 16(i) : Lease - Current Liabilities

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liabilities	0.61	0.21
Total - Lease Liabilities	0.61	0.21

Note 16(ii) : Trade Payables - Current

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Micro, Small and Medium Enterprises (Refer note no. 16(ii)(a))	-	-
Dues to creditors other than Micro, Small and Medium Enterprises	74.53	15.18
Total - Trade Payables	74.53	15.18

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Trade Payables ageing schedule

(₹ in Crores)

Particulars	Outstanding for following periods from the date of transaction#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Ageing schedule as on 31.03.2023					
(i) MSME	-	-	-	-	-
(ii) Others	74.43	0.03	0.04	0.02	74.53
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total - Trade Payable	74.43	0.03	0.04	0.02	74.53

Trade Payables ageing schedule

(₹ in Crores)

Particulars	Outstanding for following periods from the date of transaction#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Ageing schedule as on 31.03.2022					
(i) MSME	-	-	-	-	-
(ii) Others	13.36	0.62	0.52	0.68	15.18
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total - Trade Payable	13.36	0.62	0.52	0.68	15.18

Note no. 16(ii)(a): There are no amounts outstanding to Micro, Small and Medium Enterprises as at March 31, 2023 and no amount were over due during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

Note 16(iii) : Other Financial Liabilities - Current

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Current Maturity of long term debts - Secured	-	13.50
Current Maturity of long term debts - Unsecured-	1.57	6.32
Liability component of Optionally fully convertible debenture	-	18.88
Interest Accrued but not due	-	0.13
Total - Other Financial Liabilities	1.57	38.84

NOTE 17 : OTHER CURRENT LIABILITIES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, TDS, GST etc.)	12.97	13.07
(b) Advances from Customers*	305.82	35.63
(c) Overdraft from HDFC Bank	61.40	-
(d) Other payables	0.02	0.05
(e) Salaries and Wages payable	3.11	1.31
Total - Other Current Liabilities	383.32	50.05

* Advance from Customers ₹ 305.82 Crs.(Previous year ₹ 35.63 Crs.) regroup in Other Current Liabilities, Last year shown as Other Financial Liabilities-Current.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

NOTE 18 : PROVISIONS -CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for employee benefits		
Unfunded Gratuity & Compensated absences	1.92	0.41
Bonus to Employee	0.69	0.60
Provision for Others		
Expenses	9.51	12.92
Total - Provisions	12.12	13.93

NOTE 19 : REVENUE FROM OPERATIONS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Sale of Products		
Finished Goods	3,276.91	637.58
Power Sales	66.12	43.94
Other Operating Revenues	49.28	15.98
Total - Revenue from Operations	3,392.31	697.50

NOTE 20 : OTHER INCOME

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Interest Income	5.67	0.61
Other Non-Operating Income	10.72	0.81
Profit on Sale of Asset	-	0.01
Industrial Promotion Subsidy Refund	36.91	27.66
Dividend Income	0.02	-
Profit on sale of share or investment	7.24	-
Sundry Balance Written back	13.90	0.67
Total - Other Income	74.46	29.75

NOTE 21 : COST OF MATERIALS CONSUMED

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Iron Ore/Pellet	96.36	176.88
(b) Coal	404.90	194.47
(c) Dolomite	3.09	1.92
Total - Cost of Material Consumed	504.35	373.27

Note 21(a) : Exceptional items

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Exceptional Item	1,194.40	51.36
Total - Exceptional Item	1,194.40	51.36

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

During the current year, the above exceptional item has arisen pursuant to an arbitration award under which the company is liable to pay the amount. There is no cash outflow for the company as the amount is being paid by way of 0% Optionally Fully Convertible Debentures (OFCD's). In the previous year exceptional item pertains to amount in relation to Coal cess which was no longer receivable from Govt., hence written off.

NOTE 22 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Opening inventory:		
(i) Finished Goods	37.57	18.71
(ii) Saleable Scrap & By products	18.46	46.60
(iii) Work-in-Process	76.49	0.25
(iv) Traded Goods	2.34	8.90
Total (a)	134.86	74.46
(b) Closing inventory:		
(i) Finished Goods	86.59	37.56
(ii) Saleable Scrap & By products	6.57	18.46
(iii) Work-in-Process	0.59	76.49
(iv) Traded Goods	5.33	2.34
Total (b)	99.08	134.86
Total (a-b)	35.78	(60.40)

NOTE 23 : EMPLOYEE BENEFITS EXPENSE

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Salaries and Wages	29.79	15.43
Contributions to Provident and other Funds	1.48	1.02
Expense on Employee Stock Option Scheme (ESOP) (Refer Note No.35)	7.35	0.21
Staff Welfare Expenses	1.97	0.32
Gratuity & Leave Encashment Expenses (Refer Note No. 28)	13.03	0.74
Remuneration to Managing Director	0.64	0.64
Total - Employee Benefit Expenses	54.26	18.35

NOTE 24 : FINANCE COSTS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Interest Expense:		
(i) Fixed Loans	4.87	10.18
(ii) Others*	59.06	5.81
Finance Charges :		
(i) Bills Discounting Charges	-	0.63
(ii) Bank Charges & Commission	1.11	1.52
Total - Finance Cost	65.04	18.14

*Other finance cost includes Optionally Fully Convertible Debentures (OFCD's) Interest ₹ 56.60 Crores for the FY22-23, as per the reporting compliance of IND AS. There is no cash outflow for the Company as they are 0% Optionally Fully Convertible Debentures (OFCD's).

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

NOTE 25 : DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Depreciation (Refer Note No. 4)	21.95	17.80
Depreciation Lease Ind AS 116 (Refer Note No.4(b))	1.05	0.18
Total -Depreciation and Amortisation Expenses	23.00	17.98

NOTE 26 : OTHER EXPENSES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Power Consumption	3.79	2.13
Fuel Consumption	0.90	0.73
Water Charges	0.79	0.78
Stores & Spares Consumed	40.55	9.49
Repairs & Maintenance to Plant	6.35	1.75
Other Manufacturing Expenses	1,069.92	114.95
Total - Manufacturing Expenses	1122.30	129.82
Selling and Distribution Expenses		
Local Freight	706.66	72.30
Rebate & Discount	39.21	5.85
Selling Expenses	71.47	2.09
Total - Selling and Distribution Expenses	817.34	80.23
Administrative Expenses		
Insurance	1.39	0.58
Travelling & Conveyance	3.62	1.13
Rent, Rates & Taxes	11.41	0.67
Legal , Professional & Consultancy Charges	14.18	2.68
Repairs & Maintenance to Building	0.26	0.14
Repairs & Maintenance to others	0.86	0.18
Other Expenses	11.18	1.91
Sundry Balance Written Off	0.15	2.95
Payment to Auditors (Refer Note 26(a))	0.08	0.04
Director Sitting Fees	0.03	0.03
Corporate social responsibility (CSR) expenditure (refer Note 26(b))	1.16	0.28
Loss on Sale of Fixed Assets	3.66	0.10
Total - Administrative Expenses	47.98	10.68
Total - Other Expenses	1,987.62	220.74

Note 26(a) : Payment to auditor

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) To statutory auditors		
- Statutory Audit Fees	0.03	0.03
- Tax Audit & Certifications	0.01	0.01
- Expenses Reimbursed	0.03	0.00
(b) To others		
- Cost Audit fees	0.00	0.00
- Secretarial Audit fees	0.01	0.00
Total - Payment to auditor	0.08	0.04

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Note 26(b) : Corporate social responsibility (CSR) expenditure

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Amount required to be spent as per Section 135 of the Company Act. 2013	0.68	0.23
Amount spent during the year on :		
1) Construction/ acquisition of any assets	-	-
2) On purposes other than (1) above	1.16	0.28
Total - Corporate social responsibility (CSR) expenditure	1.16	0.28

NOTE 27 : DEFERRED TAX

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Income	109.14	9.51
Total -Deferred Tax Income	109.14	9.51

The Company has determined that there is a reasonable certainty that sufficient profits will be available in future to recoup unabsorbed depreciation and carried forward losses and accordingly deferred tax has been recognised on those losses under Ind AS provisions.

28. DISCLOSURE AS REQUIRED BY THE IND AS -19 “EMPLOYEES BENEFIT” IS GIVEN BELOW:

Defined benefit plan: The Company operates one defined benefit plan, viz., gratuity & Leave Encashment benefit, for its employees. The Gratuity & Leave Encashment plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. The company does not have any fund for gratuity liability or Leave liability and the same is accounted for as provision.

Under the other long term employee benefit plan, the company extends the benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement / separation or during tenure of service. The Plan is not funded by the company.

The details of defined benefit obligations are as under:

(₹ in Crores)

Sr. No.	Particulars	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
1.	Obligation as at beginning of the year	4.94	5.08	0.83	1.01
2.	Current service cost	1.53	0.49	0.72	0.27
3.	Interest cost	0.37	0.35	0.06	0.07
4.	Liabilities transferred	10.56	-	0.01	-
5.	Benefits paid	(0.08)	(0.25)	(0.10)	(0.08)
6.	Re-measurements	(2.07)	(0.73)	(0.20)	(0.44)
7.	Obligation as at Close of the year	15.25	4.94	1.32	0.83
8.	Current portion	1.79	0.36	0.13	0.05
9.	Non-current portion	13.46	4.58	1.19	0.78
	Total	15.25	4.94	1.32	0.83

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Sr. No.	Particulars	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
1.	Current service cost	1.53	0.49	0.72	0.27
2.	Interest cost	0.37	0.35	0.06	0.07
	Total	1.90	0.84	0.78	0.34

Amount recognized in other comprehensive income:

(₹ in Crores)

Sr. No.	Particulars	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
1.	Re-measurements	(2.07)	(0.73)	(0.20)	(0.44)
	Total	(2.07)	(0.73)	(0.20)	(0.44)

Due to its defined benefit plans, the Company is exposed to the following significant risks:

Changes in bond yields - A decrease in bond yields will increase plan liability.

Salary risk - The present value of the defined benefit plans liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Existing assumptions:

Sr. No.	Particulars	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
1.	Discount rate	7.40%	6.80%	7.40%	6.50%
2.	Rate of salary increase	8.50%	8.50%	8.50%	8.50%
3.	Withdrawal / Attrition rate	1%	1%	1%	1%
4.	Mortality rate	Indian Assured Lives (2012-14)	Indian Assured Lives (2012-14)	Indian Assured Lives (2012-14)	Indian Assured Lives (2012-14)
5.	Retirement age	60 years	60 years	60 years	60 years

Note: The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

The impact of sensitivity due to changes in the significant actuarial assumptions on the defined benefit obligations is given in the table below:

(₹ in Crores)

Particulars	Change in assumption	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
Discount Rate	+1%	13.83	4.47	1.17	0.72
	-1%	17.11	5.50	1.49	0.91
Salary Growth Rate	+1%	16.88	5.48	1.48	0.94
	-1%	13.83	4.47	1.17	0.75
Withdrawal rate	+1%	15.19	4.92	1.31	0.83
	-1%	15.32	4.96	1.32	0.84

The above sensitivity analysis is determined based on a method that extrapolates the impact on the net defined benefit obligations, as a result of reasonable possible changes in the significant actuarial assumptions. Further, the above sensitivity

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

analysis is based on a reasonably possible change in a particular under-lying actuarial assumption, while assuming all other assumptions to be constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

The table below summarizes the maturity profile and duration of the Gratuity & Leave encashment liability:

(₹ in Crores)

Particulars	Gratuity		Leave Encashment	
	31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
Within one year	1.79	0.36	0.13	0.05
Within one to three years	0.53	0.24	0.04	0.03
Within three to five years	0.85	0.44	0.10	0.08
Above five years	12.08	3.90	1.05	0.67
Weighted average duration (in years)	9.37 years	12.97 years	9.37 years	12.97 years

29. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

Fair values

- The carrying amounts of trade payables, other financial liabilities (current), borrowings (current), trade receivables, cash and cash equivalents, other bank balances and loans are considered to be the same as fair value due to their short term nature.
- Borrowings (non-current) consists of loans from banks and government authorities, other financial liabilities (noncurrent) consists of interest accrued but not due on deposits, other financial assets consist of employee advances where the fair value is considered based on the discounted cash flow.
- The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

(₹ in Crores)

Particulars	At amortized Cost		At Fair value through Profit & Loss		Designated at fair value through OCI	
	As at 31 st March, 2023		As at 31 st March, 2023		As at 31 st March, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets						
Non-current						
(i) Investments	-	-	0.14	0.14	-	-
Current						
(i) Trade Receivables	24.51	24.51	-	-	-	-
(ii) Cash and Cash Equivalent	27.56	27.56	-	-	-	-
(iii) Bank Balances Other than(ii)above	236.98	236.98	-	-	-	-
(iv) Other Financial Assets	-	-	-	-	-	-
(v) Prepayments	-	-	-	-	-	-
(VI) Investments	-	-	30.13	36.79	-	-
Total Financial assets	289.05	289.05	30.27	36.93	-	-

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Particulars	At amortized Cost		At Fair value through Profit & Loss		Designated at fair value through OCI	
	As at 31 st March, 2023		As at 31 st March, 2023		As at 31 st March, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial Liabilities						
Non-current						
(i) Borrowings	-	-	-	-	-	-
Current						
(i) Borrowings	-	-	-	-	-	-
(ii) Trade Payables	74.53	74.53	-	-	-	-
(iii) Other Financial Liabilities	-	-	-	-	-	-
Total Financial liabilities	74.53	74.53	-	-	-	-

30. FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

A) Financial Risk

The business activities of the Company expose it to a variety of financial risks, namely market risks (that is, foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Company's risk management strategies focus on the unpredictability of these elements and seek to minimize the potential adverse effects on its financial performance.

The financial risk management for the Company is driven by the Company's senior management and internal/ external experts subject to necessary supervision.

The Company does not undertake any speculative transactions either through derivatives or otherwise. The senior management is accountable to the Board of Directors and Audit Committee. They ensure that the Company's financial risk-taking activities are governed by appropriate financial risk governance framework, policies and procedures. The Board of Directors periodically reviews the exposures to financial risks, and the measures taken for risk mitigation and the results thereof.

B) Foreign currency Risk

Foreign exchange risk arises on all recognised monetary assets and liabilities and on highly probable forecasted transactions which are denominated in a currency other than the functional currency of the Company. The Company does not have any foreign currency trade payables and receivables.

The foreign exchange risk management policy of the Company requires it to manage the foreign exchange risk by transacting as far as possible in the functional currency.

No Forward contracts were entered into by the company either during the year or previous years since the company has very minimum exposure to foreign currency risk.

i) Price risk

The Company uses surplus funds in operations and for further growth of the company. Hence, there is no price risk associated with such activity.

ii) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party the risk of deterioration of creditworthiness of the counterparty as well as concentration risks of financial assets, and thereby exposing the Company to potential financial losses. The Company is exposed to credit risk mainly with respect to trade receivables.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Trade receivables

The Trade receivables of the Company are typically non-interest bearing un-secured. As there is no independent credit rating of the customers available with the Company, the management reviews the credit-worthiness of its customers based on their financial position, past experience and other factors. The credit risk related to the trade receivables is managed / mitigated by the concerned team based on the Company's established policy and procedures and by setting appropriate payment terms and credit period. The credit period provided by the Company to its customers depends upon the contractual terms with the customers.

The ageing analysis of trade receivables as at the reporting date is as follows:

(₹ in Crores)

Particulars	As at 31 st March, 2023	
	Less than six months	More than six months
Trade Receivables as at March 31, 2023	22.99	1.52
Trade Receivables as at March 31, 2022	23.48	0.26

The Company performs on-going credit evaluations of its customers' financial condition and monitors the credit-worthiness of its customers to which it grants credit in its ordinary course of business. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount due or there are some disputes which in the opinion of the management is not in the Company's favor. Where the financial asset has been written-off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit and loss.

iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accordingly, as a prudent liquidity risk management measure, the Company closely monitors its liquidity position and deploys a robust cash management system.

Based on past performance and current expectations, the Company believes that the Cash and cash equivalents and cash generated from operations will satisfy its working capital needs, capital expenditure, investment requirements, commitments and other liquidity requirements associated with its existing operations, through at least the next twelve months.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(₹ in Crores)

Particulars	As at 31 st March, 2023	
	Less than six months	More than six months
Trade payables	73.39	1.15
Other financial liabilities	1.57	-
Total Financial liabilities	74.96	1.15

Particulars	As at 31 st March, 2022	
	Less than six months	More than six months
Trade payables	12.53	2.65
Other financial liabilities	28.41	10.42
Total Financial liabilities	40.94	13.07

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

C) Capital Risk

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and/ or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital. However, the key objective of the Company's capital management is to, ensure that it maintains a stable capital structure with the focus on total equity, uphold investor; creditor and customer confidence, and ensure future development of its business activities. In order to maintain or adjust the capital structure, the Company may issue new shares, declare dividends, return capital to shareholders, etc.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

31) CAPITAL MANAGEMENT

Capital management and Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

	Year ended March 31, 2023	Year ended March 31, 2022
Borrowing		
Current	-	-
Non-Current	-	56.72
Total Debts	-	56.72
Cash and Marketable Securities	254.35	13.73
Net Debts	(254.35)	42.99
Equity		
Equity Share capital	50.48	37.04
Other Equity	1478.42	444.53
Total Capital	1528.90	481.58
Gearing ratio in % (Net Debts/capital)*	-	8.93%

*Notes: Gearing ratio for the Current Financial year not calculated as NIL Debts as of 31.03.2023 (Previous year ₹ 56.72 Crs.)

32) RELATED PARTY DISCLOSURES:

Disclosure on Related Party Transactions as required by Ind AS 24 – Related Party Disclosures is given below:

A) 100% Wholly Owned Subsidiary Company

- 1) Thriveni Lloyds Mining Private Limited
- 2) Lloyds Infinite Foundation

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

B. Key Managerial Personnel:

Sr. No.	Name	Designation
1	Mr. Babulal Agarwal	Managing Director
2	Mr. Riyaz Shaikh	Chief Financial Officer
3	Ms. Trushali Shah	Company Secretary

C. Close family members of Key Managerial Personnel who are under the employment of the Company:

D. Entities where Directors / Close family members of Directors have control / significant influence:

Directors/closed family members having control/significant influence

- 1) Lloyds Steels Industries Limited
- 2) Thriveni Earthmovers Private Limited
- 3) Thriveni Logistics Services LLP
- 4) Mandovi River Pellets Private Limited
- 5) Brahmani River Pellets Limited
- 6) Trofi Chain Factory Private Limited
- 7) Lloyds Employees Welfare Trust

E. Details of chairman and Directors of the company:

Names	Nature of relationship
Directors	
Mr. Mukesh Gupta	Director (Chairman)
Mr. Rajesh Gupta	Director
Mr. Madhur Gupta	Director
Mr. Devidas Kambale	Independent Director
Mr. Jagannath Dange	Independent Director
Mrs. Bhagyam Ramani	Independent Women Director
Mr. Balasubramanian Prabhakaran	Director
Mr. Ramesh Luharuka	Independent Director
Dr. Seema Saini	Independent Director
Dr. Satish Wate	Independent Director
Mr. Munnangi Venkata Subba Rao	Independent Director

Terms and conditions of transactions with related parties

1. The Company has been entering into transactions with related parties for its business purposes. Related party vendors are selected competitively in line with other unrelated parties having regard to strict adherence to quality, timely servicing and cost advantage. Further related party vendors provide additional advantages in terms of:
 - (a) Supplying products primarily to the Company,
 - (b) Advanced and innovative technology.
 - (c) Customisation of products to suit the Company's specific requirements, and
 - (d) Enhancement of the Company's purchase cycle and assurance of just in time supply with resultant benefits-notably on working capital.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

2. The purchases from and sales to related parties are made on terms equivalent to and those applicable to all unrelated parties on arm's length transactions. Outstanding balances payable and receivable at the year-end are unsecured, interest free and will be settled in business transactions.

Details of compensation & remuneration to Key Managerial Persons (KMPs)

(₹ in Crores)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Nature of transaction		
Short-term employee benefits	2.03	1.05
Post-employment benefits	0.15	0.13
Other Long-term benefits	1.01	0.09
Termination benefits	-	-
Total compensation to key management person	3.19	1.27

Details of transactions with and balance outstanding of Key Managerial personnel (KMP) / Close Family Member of Key Managerial Personnel:

(₹ in Crores)

Name of the related party	Nature of transaction	Year 2022 – 23		Year 2021 – 22	
		Transaction Value	Outstanding Amount	Transaction Value	Outstanding Amount
Mr. Babulal Agarwal	Remuneration	0.65	0.0312	0.65	-
	Dividend	-	-	-	-
Mr. Riyaz Shaikh	Remuneration	0.45	0.024	0.37	-
	Dividend	0.0079	-	-	-
	ESOP	0.87	-	2.06	-
Ms. Trushali Shah	Remuneration	0.0567	0.0043	0.0213	-
	Dividend	-	-	-	-

Details of transactions with and balance outstanding of Directors:

(₹ in Crores)

Name of the Director	Nature of transaction	Year 2022 – 23		Year 2021 – 22	
		Transaction Value	Outstanding Amount	Transaction Value	Outstanding Amount
Mr. Balasubramanian Prabhakaran	Sitting Fees	0.0022	0.0002	0.001	-
	Dividend	-	-	-	-
Mrs. Bhagyam Ramani	Sitting Fees	0.0018	-	0.0024	-
	Dividend	-	-	-	-
Mr. Devidas Kambale	Sitting Fees	0.0044	0.0002	0.0044	-
	Dividend	-	-	-	-
Dr. Satish Wate	Sitting Fees	0.0006	-	-	-
	Dividend	-	-	-	-
Dr. Seema Saini	Sitting Fees	0.0012	0.0002	0.0002	-
	Dividend	-	-	-	-

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Name of the Director	Nature of transaction	Year 2022 – 23		Year 2021 – 22	
		Transaction Value	Outstanding Amount	Transaction Value	Outstanding Amount
Mr. Jagannath Dange	Sitting Fees	0.0038	-	0.0038	-
	Dividend	-	-	-	-
Mr. Munnangi Venkata Subba Rao	Sitting Fees	0.0002	-	-	-
	Dividend	-	-	-	-
Mr. Madhur Gupta	Sitting Fees	0.0022	0.0004	0.002	-
	Dividend	0.48	-	-	-
Mr. Mukesh Gupta	Sitting Fees	0.0014	-	0.004	-
	Dividend	0.035	-	-	-
Mr. Rajesh Gupta	Sitting Fees	0.0040	0.0004	0.0036	-
	Dividend	0.06	-	-	-
Mr. Ramesh Luharuka	Sitting Fees	0.0032	-	0.0018	-
	Dividend	-	-	-	-

Details of transactions with and balances outstanding of Entities Controlled / Significantly influenced by Directors / Close Family Members of Directors

(₹ in Crores)

Name of the related party	Nature of transaction	Year 2022 – 23		Year 2021 – 22	
		Transaction Value	Outstanding / (advances) Amount	Transaction Value	Outstanding / (advances) Amount
Thriveni Earthmovers Private Limited	Other Services Paid- Mining charges	833.36*	(76.45)	53.32	(0.97)
	OFCD-Interest	0.21		-	
Lloyds Steels Industries Limited	Other Services Paid- Capex Procurement	288.22*	(75.23)	19.56	(0.76)
	ICD-Interest	-		0.41	
Trofi Chain Factory Private Limited	Other Services Paid	0.00039*	-	-	-
Thriveni Logistics Services LLP	Other Services Paid- Transportation service	0.53*	-	-	-
Lloyds Infinite Foundation	Other Services Paid- Donation for CSR	0.72*	-	-	-
Mandovi River Pellets Private Limited	Sale of Goods	9.91	(6.71)	-	-
Brahmani River Pellets Limited	Sale of Goods	8.19	-	-	-
Thriveni Lloyds Mining Private Limited	Other Services Paid- Transportation service	-	-	9.47	-
Lloyds Employees Welfare Trust	Other Services Paid- Loan	0.04	-	12.80	(0.05)

* Inclusive of GST

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

33) EARNINGS PER SHARE (EPS)

Particulars			2022-2023	2021-2022
Weighted average number of equity share for basic EPS	(A)	Nos	44.16	34.08
Add: Potential equity shares		Nos	4.79	1.48
Weighted average number of equity shares for diluted EPS	(B)	Nos	48.95	35.56
Face value of equity share (fully paid)			1	1
Profit attributable to equity shareholders For :				
Basic		₹ in Crores	(288.54)	97.30
Diluted EPS		₹ in Crores	(231.77)	98.91
Earnings per equity share				
Basic	(C/ A)	₹	(6.53)	2.85
Diluted	(C/ B)	₹	(4.74)*	2.78

*Note: As per IND AS-33 if Diluted EPS is higher than basic EPS then diluted EPS would be same as basic EPS.

34) CONTINGENT LIABILITY

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Letter of Credit/Guarantees issued by Banks	46.98	13.56
(b) Disputed claims of Excise	16.19	16.88
(c) Demand notice by Income tax	33.68	32.01
(d) Claims against the Company not acknowledged as Debts	3.21	3.21

35) SHARE BASED PAYMENTS PLANS (ESOP)

The Company introduced “LLOYDS METALS AND ENERGY LTDESOP – 2017” which covers the eligible employees of the Company and its subsidiaries. The options granted under Plan shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee subject to maximum period of 5 (Five) years.

Details of “LLOYDS METALS AND ENERGY LTD ESOP – 2017”

Date of Grant	Options granted	Weighted average fair value of options	Exercise Price
20-Sep-2018	63,61,640	₹13.37/-	4.00
31-Jan-2019	3,05,000	₹ 10.61/-	4.00
26-Dec-2022	36,75,000	₹ 202.40/-	4.00

The fair value of the options was estimated on the date of grant using the Black Scholes with the following assumptions:

Grant date	Vest date	Historical Volatility	Average life of the options (in Years)	Risk-free interest rate	Dividend Yield
20-Sep-2018	20-Sep-2019	64.49%	2.50	8.02%	0.00%

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

Grant date	Vest date	Historical Volatility	Average life of the options (in Years)	Risk-free interest rate	Dividend Yield
20-Sep-2018	20-Sep-2020	71.77%	3.50	8.08%	0.00%
20-Sep-2018	20-Sep-2021	72.44%	4.50	8.09%	0.00%
20-Sep-2018	20-Sep-2022	73.77%	5.50	8.12%	0.00%
31-Jan-2019	20-Sep-2020	66.72%	3.14	6.98%	0.00%
31-Jan-2019	20-Sep-2021	70.13%	4.14	7.18%	0.00%
31-Jan-2019	20-Sep-2022	70.54%	5.14	7.22%	0.00%

The fair value of the options was estimated on the date of grant using the Simplified Method with the following assumptions:

Grant date	Vest date	Historical Volatility	Average life of the options (in Years)	Risk-free interest rate	Dividend Yield
26-Dec-2022	26-Dec-2023	54.16%	2.50	6.98%	0.24%
26-Dec-2022	26-Dec-2024	60.47%	3.50	7.12%	0.24%
26-Dec-2022	26-Dec-2025	58.53%	4.51	7.21%	0.24%
26-Dec-2022	26-Dec-2026	58.60%	5.51	7.26%	0.24%
26-Dec-2022	26-Dec-2027	60.48%	6.51	7.29%	0.24%

The information covering stock options is as follows:

Particulars	ESOP 2017	
	As at 31 st March, 2023	As at 31 st March, 2022
Outstanding at the beginning of the year (A)	4,70,000	7,90,000
Exercisable at the beginning of the year (B)	1,20,000	13,25,820
Granted (C)	36,75,000	-
Options Vested during the year (D)	1,05,000	3,20,000
Forfeited /Lapsed (E)	3,65,000	-
Exercised (F)	2,25,000	15,25,820
Outstanding at the end of the year(A+C-D-E)	36,75,000	4,70,000
Exercisable at the end of the year (B+D-F)	-	1,20,000

Since equity shares are listed hence for the purpose of calculating volatility, volatility of shares based on the expected life is considered.

Total expenses arising from share-based payment transactions recognized in profit or loss as part of employee benefit expense were as follows.

(₹ in Crores)

Particulars	2022-23	2021-22
SBP Expenses	7.35	0.21
Total employee share-based payment expense	7.35	0.21

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

36) BORROWING – NON-CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Non-Current	*Current Maturities	Non-Current	*Current Maturities
A) Secured- At Amortized Cost				
a) Term Loans				
i) NBFC's	-	-	40.00	9.00
ii) Banks	-	-	16.28	4.14
b) Other loan	-	-	0.44	0.36
B) Unsecured- At Amortized Cost				
a) Deferred payment Liabilities	-	-	-	-
b) Loan from Body Corporate	-	-	-	-
Total	-	-	56.72	13.50

(*Amount disclosed under Current Maturities (Refer Note 16 (iii)).

The monthly statement of the current assets filed by the company with Bank is in agreement with the books of accounts.

37) SEGMENT REPORTING UNDER IND AS – 108

Disclosures as required by the Ind AS - 108 on “Segment Reporting” are given below:

For management purposes, the Company is organized into business units based on its services and has three reportable segments, as follows:

- The Sponge Iron segment which includes production and manufacturing of Sponge Iron.
- The Mining Segment which includes Extraction of Iron Ore from Mines.
- The Power segment which includes generation of power.

(₹ in Crores)

Sr. No.		As at 31 st March, 2023				As at 31 st March, 2022			
		Sponge Iron	Power	Mining	Consolidated	Sponge Iron	Power	Mining	Consolidated
a)	Segment Revenue:								
	Sales:								
	External	748.99	75.01	2651.10	3475.10	445.41	49.73	237.97	733.11
	less: Inter division transfer	-	8.33	-	8.33	-	5.86	-	5.86
	Total	748.99	66.68	2651.10	3466.77	445.41	43.87	237.97	727.25
b)	Segment Result:								
	Operating Net Profit	248.69	41.80	680.41	970.89	28.20	21.24	121.28	170.72
	Common Expenses (Net)				-				(13.42)
	Finance cost				(65.04)				(18.14)
	Exceptional Item				(1194.40)				(51.36)
	Profit before tax				(288.54)				87.80
c)	Segment Assets:	915.61	205.18	482.66	1603.44	400.31	209.59	191.96	801.86
	Common Assets				422.36				21.87
	Total	915.61	205.18	482.66	2025.80	400.31	209.59	191.96	823.73

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Sr. No.		As at 31 st March, 2023				As at 31 st March, 2022			
		Sponge Iron	Power	Mining	Consolidated	Sponge Iron	Power	Mining	Consolidated
d)	Segment Liabilities:	60.88	6.73	350.51	418.12	89.06	0.05	15.15	104.26
	Common Liabilities				54.03				13.95
	Total	60.88	6.73	350.51	472.15	89.06	0.05	15.15	118.21
e)	Capital Employed (including goodwill) Segment assets – segment liabilities	854.73	198.45	132.14	1185.32	311.25	209.54	176.81	697.60
f)	Common assets/Liabilities				368.33				7.92
	Total	854.73	198.45	132.14	1553.65	311.25	209.54	176.81	705.52

38) a) The Company does not envisage any liability for income tax for the current year in absence of any taxable income.

i) The major component of the Tax expenses are

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Current Income Tax		
For the Year	-	-
Deferred Tax recognized during the year in the P/L	(109.14)	(9.51)

ii) The Analysis of Deferred Tax Assets and expenses is as follows

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Assets		
Brought Forward Losses	147.81	49.51
Leasehold Assets as per IND AS 116	0.10	0.01
Employee Benefits	6.71	0.13
Fair value of investment as per IND AS	(1.14)	-
Depreciation on Property, Plant and Equipment	(16.10)	(21.41)
Net Deferred Tax Assets	137.38	28.24

iii) The Movement in deferred tax assets and liabilities during the year is as follows

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Opening Balance	28.24	18.73
Tax (expenses)/ Income recognised in the statement of Profit and Loss	109.14	9.51
Tax (expenses)/ Income recognised in OCI	-	-
Closing Balance	137.38	28.24

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

39) FINANCIAL RATIOS:

The Ratios as per latest amendment to Schedule III are as below:

Sr. No.	Particulars	Numerator	Denominator	2022-23	2021-22	Remarks
1	Current Ratio	Current Assets	Current Liabilities	2.00	2.61	The variation in Current ratio is primarily due to increase in current liabilities on account of advance from customers
2	Debt-Equity Ratio	Total Debt (Non-Current & Current -Borrowing and Lease liability)	Shareholders' Equity	-	0.21	The Company has paid all its dues during the year and Debt stands at NIL as on Reporting Date
3	Return on Equity (%) (Adjusted)	Profit after taxes (PAT) excluding Exceptional items	Shareholder's equity	59.25	31.91*	The return has improved as the company has improved its EBITDA significantly on account of increase in activity.
4	Inventory Turnover ratio (in times)	Revenue from operations	Average inventory	15.54	4.94	Increase in mining activities and higher production has resulted in higher Inventory Turnover
5	Trade Receivables turnover ratio (in times)	Revenue from operations	Average Trade Receivables	140.62	45.52	Increase in ratio is due to higher sales realisation and up-stick in volume led by Increase in mining operations.
6	Trade payables turnover ratio (in times)	Purchase of goods	Average trade payables	11.61	14.97	Reduction in purchases due to availability of captive raw material and better payment terms availed due to improved fund inflows has helped in the improvement in ratio.
7	Net capital turnover ratio (in times)	Revenue from operations	Net Working capital	7.15	3.66	Better availability of fund on account of Increased activity resulting in improvement in ratio.
8	Net profit ratio (%)	Net Profit Before Tax and Exceptional Items	Revenue from operations	23.49	19.95	Net Profit Margin has increased mainly due to improved operating profits due to Increase in mining operations.
9	Return on Capital employed (%)	Earnings before interest and taxes	Capital employed	55.47	22.30 [§]	Increase in mining activities and higher production & sales volume has resulted in improvement of this ratio.

*Return on Equity ratio for the previous financial year has been restated as adjusted PAT considered for the calculation of ratio in line with the current financial year.

§Return on capital employed for the previous financial year has been restated and calculated in line with the current financial year.

Notes to the Standalone Financial Statements

for the year ended 31st March, 2023

40) CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Amount required to be spent by the company during the year	0.68	0.23
1) Amount of the expenditure incurred	1.16	0.26
2) Reason for shortfall	NA	NA
3) Nature of CSR Activities	Promoting education, Promoting health including health care and Providing clean drinking water	

41) Previous year's figures are regrouped and rearranged wherever necessary.

42) APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board of Directors on 25th April, 2023.

As per our Report of even date

For **Todarwal & Todarwal LLP**
Chartered Accountants
Firm Registration No W100231

Sd/-
Kunal Todarwal
Partner
Membership No 137804

Place : Mumbai
Date : 25th April 2023

For and on behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389

Sd/-
Riyaz Shaikh
Chief Financial Officer

Sd/-
Mukesh Gupta
Chairman
DIN: 00028347

Sd/-
Trushali Shah
Company Secretary
Membership No.-ACS-61489

Independent Auditor's Report

To the Members of

Lloyds Metals and Energy Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Lloyds Metals and Energy Limited** (hereinafter referred to as the "Holding Company") and its Subsidiary, which comprise the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year ended on 31st March, 2023, and notes to Consolidated Financial Statements, including a summary of significant accounting policies (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, of the consolidated loss and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Holding Company and its Subsidiary in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with them. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Conversion of Joint Venture to Wholly-owned Subsidiary

On 20th January, 2023 the Company has increased its investment in the Joint venture, Thriveni Lloyds Mining Private Limited (TLMPL) and effectively from that date it is a 100% subsidiary of the Company. The additional consideration paid by the Company to increase its investment was ₹ 9,60,000 at ₹ 160/- per share. The valuation was done by an Independent third party who valued TLMPL at ₹ 159.50/- per share.

The consolidation of the books of accounts was done as per the relevant IND AS provisions by the Management.

How the matter was addressed in our audit:

Our audit procedures included obtaining the necessary documents for conversion of joint venture into wholly owned subsidiary and evaluating the accounting treatment done by the management for purchase consideration and consolidation of the books of accounts.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance Report but does not include the Consolidated Financial Statements and our auditor's report thereon. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Holding Company including its Subsidiary in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in Holding Company and its Subsidiary are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Holding Company and its Subsidiary and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Holding Company and its Subsidiary are responsible for assessing the ability of the Holding Company and its Subsidiary to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Holding Company and its Subsidiary or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Holding Company and its Subsidiary are responsible for overseeing the financial reporting process of the Holding Company and its Subsidiary.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole

are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Holding Company and its Subsidiary to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial

Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entity or business activities within the Holding Company and its Subsidiary to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entity included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of 1 subsidiary included in the consolidated financial statements, which reflect total assets of ₹ 32,23,404/- as at 31st March, 2023 as well as the total revenue for the period 01st April, 2022 to 31st March, 2023 is NIL. The consolidated financial statements include the Subsidiary's share of net loss of ₹ 52,649/- for the year ended 31st March, 2023, as considered in the consolidated financial statement. These financial

statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the Subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the Subsidiary, is based solely on such unaudited financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters based on the financial information certified by the Management. We do not form any opinion with respect to our reliance on the work done and the reports of the Subsidiaries auditors as the Subsidiaries Financial Statements were unaudited till the date of this audit report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the 'Annexure B', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid Consolidated Financial Statements.
 - b. In our opinion proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
 - d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (As amended);
 - e. On the basis of the written representations received from the directors of the Holding company

and its Subsidiary as on 31st March 2023 taken on record by the Board of Directors of the Holding Company and its Subsidiary, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Subsidiary and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding Company and its Subsidiary's Internal Financial Controls over financial Reporting; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us (As amended):
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Holding Company and its Subsidiary— Refer Note 34 to the Consolidated Financial Statements.
 - ii. The Holding Company and its Subsidiary did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary incorporated in India.
 - iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the consolidated Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other

sources or kind of funds) by the Holding Company and its Subsidiary to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its Subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Holding Company and its Subsidiary from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its Subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) contain any material misstatement.

For **TODARWAL & TODARWAL LLP**

Chartered Accountants

ICAI Firm Reg. No.: 111009W/ W100231

Kunal Todarwal

Partner

M.No.: 137804

UDIN: 23137804BGWDFN5096

Date: 25th April, 2023

Place: Mumbai

Annexure – A to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the Consolidated Financial Statements of **Lloyds Metals and Energy Limited** (hereinafter referred to as "the Holding Company") as of and for the year ended 31st March, 2023, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and such company incorporated in India under the Companies Act, 2013 which is its Subsidiary, as of that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards

on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls over financial reporting with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in

accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

**Inherent Limitations of Internal Financial Controls Over
Financial Reporting with Reference to Consolidated
Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to

Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **TODARWAL & TODARWAL LLP**

Chartered Accountants

ICAI Firm Reg. No.: 111009W/ W100231

Kunal Todarwal

Partner

Date: 25th April, 2023

Place: Mumbai

M.No.: 137804

UDIN: 23137804BGWDFN5096

Annexure - B to Independent Auditor's Report

The 'Annexure B' referred to in Independent Auditor's Report to the Members of the Holding Company on the Consolidated Financial Statements for the year ended 31st March 2023, we report that:

(Referred to in Paragraph 1 under 'Report on Other legal and Regulatory Requirement' sections of our report of even date)

(xxi) According to the information and explanations given to us, in respect of Subsidiary (Thriveni Lloyds Mining Private Limited) incorporated in India and included in the consolidated financial statements, the Companies (Auditor's Report) Order (CARO) report relating to it has not been

issued by its auditor till the date of this audit report and hence we are unable to comment on this clause.

For **TODARWAL & TODARWAL LLP**

Chartered Accountants

ICAI Firm Reg. No.: 111009W/ W100231

Kunal Tadarwal

Partner

M.No.: 137804

Date: 25th April, 2023

Place: Mumbai

UDIN: 23137804BGWDFN5096

Consolidated Balance Sheet

as at 31st March 2023

(₹ in Crores)

Sr. No.	Particulars	Note No.	As at 31 st March 2023	As at 31 st March 2022
(1)	ASSETS			
	Non-Current Assets			
(a)	Property, Plant and Equipment	4	474.60	399.06
(b)	Capital Work in Progress	4(a)	373.10	85.88
(c)	Right to Use Account	4(b)	57.77	0.60
(d)	Financial Assets			
(i)	Investments	5	0.04	0.14
(e)	Deferred tax assets (Net)	6	137.38	28.24
(f)	Other Non-current Assets	7	36.32	0.87
	Total Non Current Assets		1,079.21	514.79
(2)	CURRENT ASSETS			
(a)	Inventories	8	269.75	166.84
(b)	Financial Assets			
(i)	Investments	8(i)	36.79	-
(ii)	Trade Receivables	9	24.51	23.74
(iii)	Cash and Cash Equivalent	9(i)	27.58	13.73
(iv)	Bank Balances Other than (iii) above	9(ii)	236.98	8.14
(v)	Loans & Advances	9(iii)	25.07	-
(c)	Other Current Assets	10	326.14	96.49
	Total Current Assets		946.82	308.94
	TOTAL ASSETS		2,026.03	823.73
	EQUITY AND LIABILITIES			
	Equity			
(a)	Equity Share Capital	11	50.48	37.04
(b)	Other Equity	12	1,478.47	444.54
	Total Equity		1,528.95	481.58
	Liabilities			
	Non Current Liabilities			
(a)	Financial Liabilities			
(i)	Borrowings	13	-	56.72
(ia)	Lease Liabilities	13(i)	2.19	0.43
(b)	Provisions	14	22.56	5.36
(c)	Other Non-Current Liabilities	15	-	161.43
	Total Non Current Liabilities		24.75	223.94
	Current Liabilities			
(a)	Financial Liabilities			
(i)	Borrowings		-	-
(ia)	Lease Liabilities	16(i)	0.61	0.21
(ii)	Trade Payables			
a)	total outstanding dues of micro enterprises and small enterprises; and		-	-
b)	total outstanding dues of creditors other than micro enterprises and small enterprises	16(ii)	74.53	15.18
(iii)	Other financial liabilities (other than those specified in item)	16(iii)	1.57	74.47
(b)	Other Current Liabilities	17	383.49	14.42
(c)	Provisions	18	12.12	13.93
	Total Current Liabilities		472.32	118.21
	TOTAL EQUITY AND LIABILITIES		2,026.03	823.73
	Notes forming Part of Financial Statements	1-43		

As per our Report of even date

For **Todarwal & Todarwal LLP**
Chartered Accountants
Firm Registration No W100231

Sd/-
Kunal Todarwal
Partner
Membership No 137804

Place : Mumbai
Date : 25th April 2023

For and on behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389

Sd/-
Riyaz Shaikh
Chief Financial Officer

Sd/-
Mukesh Gupta
Chairman
DIN: 00028347

Sd/-
Trushali Shah
Company Secretary
Membership No.-ACS-61489

Consolidated Statement of Profit and Loss

for the year ended 31st March 2023

(₹ in Crores)

Sr. No.	Particulars	Note No.	For the year ended 31 st March 2023	For the year ended 31 st March 2022
I	REVENUE FROM OPERATIONS			
	Gross Sales / Income from Operations	19	3,392.31	697.50
II	Other Income	20	74.46	29.75
III	Total Income (I+II)		3,466.77	727.25
IV	EXPENSES			
a)	Cost of Materials Consumed	21	504.35	373.27
b)	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	22	35.78	(60.40)
c)	Employee Benefit Expenses	23	54.26	18.35
d)	Finance Cost	24	65.04	18.14
e)	Depreciation and amortization expenses	25	23.00	17.98
f)	Other Expenses	26	1,987.62	220.74
	Total Expenses (IV)		2,670.05	588.09
V	PROFIT /(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)		796.72	139.16
VI	Exceptional Items	21(a)	1,194.40	51.36
VII	PROFIT /(LOSS) BEFORE TAX (V-VI)		(397.68)	87.80
VIII	Tax Expenses:			
a)	Current Tax		-	-
b)	Deferred Tax Income	27	109.14	9.51
IX	PROFIT (LOSS) FOR THE PERIOD FROM CONTINUING OPERATION (VII-VIII)		(288.54)	97.30
X	Share of Profit / (Loss) of Joint Venture		(0.01)	0.07
XI	Profit/(loss) from discontinued operations		-	-
XII	Tax expenses of discontinued operations		-	-
XIII	Profit/(loss) from Discontinued operations (after tax) (XI-XII)		-	-
XIV	Profit/(loss) for the Year (IX+X+XIII)		(288.55)	97.37
XV	OTHER COMPREHENSIVE INCOME			
(a) (i)	Items that will be reclassified subsequently to the statement of profit and loss		-	-
(ii)	Income tax on items that will be reclassified subsequently to the statement of profit and loss		-	-
(b) (i)	Items that will not be reclassified subsequently to the statement of profit and loss		2.07	0.73
(ii)	Income tax on items that will not be reclassified subsequently to the statement of profit and loss		-	-
	TOTAL OTHER COMPREHENSIVE INCOME/(LOSS)		2.07	0.73
XVI	Total Comprehensive Income for the year (XIV+XV)		(286.48)	98.10
XVII	Earnings per equity share (for discontinued operation):			
XVIII	Earning per share			
(1)	Basic (in ₹)		(6.53)	2.85
(2)	Diluted (in ₹)		(4.74)	2.78
	Notes forming Part of Financial Statements	1-42		

As per our Report of even date

For **Todarwal & Todarwal LLP**
Chartered Accountants
Firm Registration No W100231

Sd/-
Kunal Todarwal
Partner
Membership No 137804

Place : Mumbai
Date : 25th April 2023

For and on behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389

Sd/-
Riyaz Shaikh
Chief Financial Officer

Sd/-
Mukesh Gupta
Chairman
DIN: 00028347

Sd/-
Trushali Shah
Company Secretary
Membership No.-ACS-61489

Consolidated Cash Flow Statement

for the year ended 31st March, 2023

(₹ in Crores)

Sr. No.	Particulars	For the year ended 31 st March 2023 (Audited)	For the year ended 31 st March 2022 (Audited)
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit/(Loss) Before Tax	(397.72)	87.80
	Adjustments for:		
	Depreciation	23.01	17.98
	Other comprehensive Income	2.07	0.73
	Deferred Tax income	109.14	-
	SBP Reserve	6.78	(0.19)
	Loss on disposal of Property, Plant and equipment	3.66	0.10
	(Profit) on disposal of Property, Plant and equipment	0.00	(0.01)
	Interest/Dividend Income	(12.35)	(0.61)
	Interest & Financial Charges	5.98	10.18
	Operating Profit Before Working Capital Changes	(259.44)	115.98
	Change in operating assets and liabilities		
	(Increase)/Decrease in Trade and other Receivables	(0.66)	(16.83)
	(Increase)/Decrease in Financial Assets	0.00	(2.41)
	(Increase)/Decrease in Loan & Advance	(25.07)	-
	(Increase)/Decrease in Other Current Assets	(217.35)	29.97
	(Increase)/Decrease in Inventories	(102.91)	(51.13)
	(Increase)/Decrease in Investment	(36.79)	0.00
	(Increase)/Decrease in Other Non Current Assets	(92.62)	0.05
	(Increase)/Decrease in Prepayments	(7.99)	(0.10)
	Increase/(Decrease) in Borrowings	0.00	(9.69)
	Increase/(Decrease) in Trade Payable	59.27	(20.07)
	Increase/(Decrease) in Other Financial Liabilities	(19.02)	2.85
	Increase/(Decrease) in Lease Liabilities	0.40	0.03
	Increase/(Decrease) in Other Current Liabilities	335.02	(9.04)
	Increase/(Decrease) in Non Current Liabilities	(161.43)	(120.74)
	Increase/(Decrease) in Provisions	15.39	3.22
	Cash Generated from Operations	(513.19)	(77.91)
	Direct Taxes (Paid)/ Net of Refunds	(3.25)	(0.30)
	Net cash inflow (outflow) from operating activities	(516.44)	(78.21)
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Property, Plant & Equipment	(99.63)	(56.24)
	(Increase)/Decrease on FDR	(228.84)	(0.50)
	(Increase)/Decrease on Investment	(0.01)	0.00
	Sale of Property, Plant & Equipment	(1.50)	(0.02)
	Interest/Dividend Received	4.93	0.58
	(Increase)/Decrease in Capital WIP	(287.22)	(1.17)
	Net cash inflow (outflow) from investing activities	(612.27)	(57.35)

Consolidated Cash Flow Statement

for the year ended 31st March, 2023 (Contd.)

(₹ in Crores)

Sr. No.	Particulars	For the year ended 31 st March 2023 (Audited)	For the year ended 31 st March 2022 (Audited)
C	CASH FLOW FROM FINANCING ACTIVITIES :		
	Interest & Financial Charges Paid	(0.89)	-
	Interest & Financial Charges paid (Govt. Penalty & fees)	(0.31)	-
	Interest on Vehicle Loans	(0.15)	-
	Interest on Leases As Per Ind AS	(0.71)	-
	Interest on Debentures	(58.05)	(9.86)
	Interest on Term Loan/CC	(5.98)	-
	Proceeds from issue of Shares	0.00	11.67
	Proceeds from issue of Shares from ESOP	0.09	0.03
	Proceeds from issue of Share warrant money	15.63	-
	Proceeds from issue of Shares Premium	1,292.53	189.93
	Proceeds from issue of Optionally Fully Convertible Debentures	(2.39)	-
	Proceeds From Borrowing	0.00	75.21
	(Repayment) of Borrowing	(74.97)	(118.08)
	Dividend Paid	(22.24)	0.00
	Net cash inflow /(outflow) from financing activities	1,142.53	148.89
	Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	13.83	13.33
	Cash & Cash Equivalents at the beginning of Period	13.76	0.40
	Cash & Cash Equivalents at the end of Period	27.58	13.73
	Net Increase / (Decrease) in Cash & Cash Equivalents	13.83	13.33
	Components of Cash and Cash equivalents		
	(a) Cash in Hand	0.02	0.11
	(b) Balance with Schedule Bank : Current account	27.57	13.62
	Total cash and Cash Equivalents	27.58	13.73

As per our Report of even date

For **Todarwal & Todarwal LLP**
Chartered Accountants
Firm Registration No W100231

Sd/-
Kunal Todarwal
Partner
Membership No 137804

Place : Mumbai
Date : 25th April 2023

For and on behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389

Sd/-
Riyaz Shaikh
Chief Financial Officer

Sd/-
Mukesh Gupta
Chairman
DIN: 00028347

Sd/-
Trushali Shah
Company Secretary
Membership No.-ACS-61489

Consolidated Statement of Change in Equity

for the year ended 31st March, 2023

A. EQUITY SHARE CAPITAL

(1) Current reporting period

(₹ in Crores)

Balance as at 1 st April, 2022	Changes during the year	Balance as at 31 st March, 2023
36.87	13.61	50.48

(2) Previous reporting period

(₹ In Crores)

Balance as at 1 st April, 2021	Changes during the year	Balance as at 31 st March, 2022
25.17	11.70	36.87

B. OTHER EQUITY

(1) Current reporting period

(₹ in Crores)

	Reserves and Surplus								Total
	Money received against share warrants	Equity Component of Optionally Fully convertible Debentures	Capital Reserve	Securities Premium	SBP Reserve	Retained Earnings	Other items of Other Comprehensive Income (Gratuity and Leave encashment)	Money received against share warrants	
Balance as at 01 st April, 2022	15.63	2.39	77.56	212.87	0.52	134.47	1.09	-	444.53
Profit for the Year	-	-	-	-	-	(288.54)	-	-	(288.54)
Other Comprehensive Income for the year	-	-	-	-	-	-	2.07	-	2.07
Total Comprehensive Income for the current year	15.63	2.39	77.56	212.87	0.52	(154.07)	3.16	-	158.06
Dividend Paid for FY 2021-22*	-	-	-	-	-	22.24	-	-	22.24
Issue/Conversion of Equity Shares	(15.63)	-2.39	-	1,295.17	6.78	58.49	-	-	1342.42
Shares Forfeited	-	-	0.17	-	-	-	-	-	0.17
Balance as at 31st March, 2023	-	-	77.73	1,508.04	7.29	(117.82)	3.16	-	1,478.42

* Dividends paid during the year ended March 31, 2023 is ₹ 0.50/- per equity share towards the final dividend for the year ended March 31, 2022 and Nil Dividends paid during the year ended March 31, 2022.

Consolidated Statement of Change in Equity

for the year ended 31st March, 2023

(2) Previous reporting period

(₹ in Crores)

	Reserves and Surplus								Total
	Money received against share warrants	Equity Component of Optionally Fully convertible Debentures	Capital Total Reserve	Securities Premium	SBP Reserve	Retained Earnings	Other items of Other Comprehensive Income (Gratuity and Leave encashment)	Money received against share warrants	
Balance as at 01st April, 2021	15.63	1.28	77.56	24.06	0.70	37.17	0.36	-	156.76
Profit for the Year	-	-	-	-	-	97.30	-	-	97.30
Other Comprehensive Income for the year	-	-	-	-	-	-	0.73	-	0.73
Total Comprehensive Income for the previous year	15.63	1.28	77.56	24.06	0.70	134.47	1.09	-	254.79
Dividends	-	-	-	-	-	-	-	-	-
Issue/Conversion of Equity Shares	-	1.12	-	188.81	-0.19	-	-	-	189.74
Any other change (to be specified)	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2022	15.63	2.39	77.56	212.87	0.52	134.47	1.09	-	444.53

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

1. COMPANY INFORMATION

Lloyds Metals and Energy Limited (The Company) was incorporated in 1977 having its registered office at Plot No. A 1-2, MIDC Area, Ghugus, Chandrapur - 442505, Maharashtra State. The Company is listed in BSE Limited (BSE).

The Company and its subsidiary have present into the business of mining of Iron Ore, manufacturing of Sponge Iron and generation of Power.

The functional and presentation currency of the Company is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Company operates.

The financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on April 25, 2023.

Basis of Consolidation

The Company consolidates all entities which are controlled by it. The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over relevant activities of the entity. Entities controlled by the Company are consolidated from the date control commences until the date control ceases.

The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate. The financial statements of the Group companies are consolidated on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Statement of compliance

These Consolidated financial statements have been prepared in accordance with the Indian

Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

b) Basis of preparation

i) These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

ii) Historical cost convention the financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities that are measured at fair value;
- Defined benefit plans – plan assets measured at fair value;

c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has identified Managing Director and Chief Financial Officer as chief operating decision maker. Refer Note 37 for segment information presented.

d) Foreign currency transaction

i) Functional and presentation currency: Items included in the financial statements are measured using the currency of

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian National Rupee (₹), which is the Company's functional and presentation currency.

- ii) Transactions and balances: Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Exchange differences arising from foreign currency fluctuations are dealt with on the date of payment/receipt. Assets and Liabilities related to foreign currency transactions remaining unsettled at the end of the period/year are translated at the period/ year end rate. The exchange difference is credited / charged to Profit & Loss Account in case of revenue items and capital items.

Forward exchange contracts entered into, to hedge foreign currency risk of an existing asset/ liability. The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts, except the contracts which are long-term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

e) Revenue Recognition

The Company recognizes revenue in accordance with Ind- AS 115. Revenue is recognised upon transfer of control of promised goods to customers i.e., when the performance obligation gets fulfilled in an amount that reflects the consideration which the company expects to receive in exchange for that particular performance obligation.

Revenue is measured based on the transaction price, which is the net of variable consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract

with the customer. Revenue also excludes taxes collected from customers.

Sale of Goods

Revenue from the sale of manufactured and traded goods is recognised when significant risks and rewards of ownership of goods have been transferred, effective control over the goods no longer exists with the Company, amount of revenue / costs in respect of the transactions can reliably be measured and probable economic benefits associated with the transactions will flow to the Company.

Other Revenue

Customs Duty

Customs Duty/incentive entitlement as and when eligible is accounted on accrual basis. Accordingly, import duty benefits against exports effected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty-free imports of raw material yet to be made.

Interest Income

Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.

Other Income/Miscellaneous Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

f) Government grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs they are intended to compensate and presented within other income.

Government assistance to entities meets the definition of government grants in Ind AS 20, even

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

if there are no conditions specifically relating to the operating activities of the entity other than the requirement to operate in certain regions or industry sectors. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit and loss on a straight-line basis over the expected lives of the related assets and presented within other income.

g) Taxes

Income tax expenses comprise current tax expense and the net changes in the deferred tax asset or liability during the year. Current & deferred taxes are recognized in the statement of Profit & Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current & deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

i) Current income tax

Income tax expense is the aggregate amount of Current tax. Current tax is the amount of income tax determined to be payable in respect of taxable income for an accounting period or computed on the basis of the provisions of Section 115JB of Income Tax Act, 1961 by way of minimum alternate tax at the prescribed percentage on the adjusted book profits of a year, when Income Tax Liability under the normal method of tax payable basis works out either a lower amount or nil amount compared to the tax liability u/s 115JA.

ii) Deferred Tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised only to the extent that it is probable that future

taxable profit will be available against which the temporary differences can be utilized. However, if these are unabsorbed depreciation, carry forward losses and items relating to capital losses, deferred tax assets are recognised when there is reasonable certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets in respect of unutilized tax credits which mainly relate to minimum alternate tax are recognised to the extent it is probable that such unutilized tax credits will get realized.

The unrecognized deferred tax assets/ carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, (a) the Company currently has a right to set-off the current income tax assets and liabilities, and (b) when it relate to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balances on net basis. Ref. Note No.38

h) Leases

The Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to Statement of profit and loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 - 'Leases'. This standard is effective from 1st April, 2019. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Ind AS 116 - Leases amends the rules for the lessee's accounting treatment of operating leases. According to the standard all operating leases (with a few exceptions) must therefore be recognized in the balance sheet as lease assets and corresponding lease liabilities. The lease expenses, which were recognised as a single amount (operating expenses), will consist of two elements: depreciation and interest expenses. The standard has become effective from 2019 and the Company has assessed the impact of application of Ind AS 116 on Company's financial statements and provided necessary treatments and disclosures as required by the standard (Refer Note No 39).

i) Impairment of assets

The impairment of assets depends on whether there has been a significant increase in the credit risks since initial recognition. Accordingly, the Company deals with providing for impairment of loss. In case of trade receivables, the Company applies the simplified approach which requires

expected lifetime losses to be recognised from initial recognition of the receivables.

j) Inventories

The general practice adopted by the company for valuation of inventory is as under:

i)	Raw Materials	*At lower of cost and net realizable value.
ii)	Stores and spares	At cost
iii)	Work-in-process/ semi-finished goods	At material cost plus labour and other appropriate portion of production and administrative overheads and depreciation
iv)	Finished Goods/Traded Goods	At lower of cost and net realizable value.
v)	Finished Goods at the end of trial run	At net realizable value.
vi)	Scrap material	At net realizable value.
vii)	Tools and equipments	At lower of cost and disposable value.

*Material and other supplies held for use in the production of the inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

Costs of inventories are determined on a weighted average basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

k) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

l) Investments and other financial assets

i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortized cost.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

ii) Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expenses in profit or loss.

Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. However, where the impact of discounting / transaction costs is significant, the amortised cost is measured using the effective interest rate ('EIR') method. Interest income from these financial assets is included in Other Income.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, the same are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments:

The Company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in the other income. Impairment losses (and reversal of impairment

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Ref Note 30 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

iv) Derecognition of financial assets

Financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flow from the financial asset or
- retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is

continued to be recognized to the extent of continuing involvement in the financial asset.

m) Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their nature. The costs of the Company are broadly categorized in to material consumption, cost of trading goods, employee benefit expenses, depreciation and amortization, other operating expenses and finance cost. Employee benefit expenses include employee compensation, gratuity, leave encashment, contribution to various funds and staff welfare expenses. Other expenses broadly comprise manufacturing expenses, administrative expenses and selling and distribution expenses.

n) Derivatives

The derivative contracts to hedge risks which are not designated as hedges are accounted at fair value through profit or loss and are included in the profit and loss account.

o) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Financial Assets

Initial Recognition

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent Measurement

The subsequent measurement of the non-derivative financial assets depends on their classification as follows:

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

o) Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment loss, if any in accordance with Ind-AS 16. The Company reviews the fair value with sufficient frequency to ensure that the carrying amount does not differ materially from its fair value.

Cost excludes Input credit under GST and such other taxes which can utilize against GST liabilities. Depreciation on assets is claimed on such 'reduced' cost. All items of repairs and maintenance are recognized in the statement of profit and loss, except those meet the recognition principle as defined in Ind-AS 16. Any revaluation of an asset is recognized in other comprehensive income and shown as revaluation reserves in other equity.

Depreciation/Amortization methods, estimated useful lives and residual value.

Depreciation is calculated using the straight-line basis at the rates arrived at based on the useful lives prescribed in Schedule II of the Companies Act, 2013. The company follows the policy of charging depreciation on a pro-rata basis on the assets acquired or disposed off during the year. Leasehold assets are amortized over the period of lease.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains or losses on disposal are determined by comparing proceeds with carrying amount.

q) Intangible assets

i) Recognition

Intangible assets are recognized only when future economic benefits arising out of the assets flow to the enterprise and are amortized over their useful life. Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

ii) Amortization methods and periods

The Company amortized intangible assets on a straight line method over their estimated useful life not exceeding 5 years. Software is amortized over a period of three years.

Financial Liabilities

Initial Recognition

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent Recognition

The subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. Changes in fair value of such liability are recognized in the statement of profit or loss.

Financial liabilities at amortized cost

The Company's financial liabilities at amortized cost are initially recognized at net of transaction costs and includes trade payables, borrowings including bank overdrafts and other payables.

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method except for deferred consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

r) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

s) Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees Paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, there is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, canceled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instrument issued.

t) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as defined in

Ind-AS 23 are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization. Any related foreign currency fluctuations on account of qualifying asset under construction is capitalized and added to the cost of asset concerned. Other borrowing costs are expensed as incurred.

u) Employee benefits

i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations.

Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity; and
- (b) Defined contribution plans such as provident fund and superannuation fund.
- (c) Defined benefit plans such as Leave encashment.

Gratuity & Leave Encashment obligations

The liability or assets recognized in the balance sheet in respect of gratuity & Leave Encashment plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Re measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailment are recognized immediately in profit or loss.

iv) Defined contribution plans

The company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expenses when they are due.

v) Equity settled share-based payments

Equity-settled share based payments to employees are measured at the fair value (i.e. excess of fair value over the exercise price of the option) of the Employee Stock Options Plan at the grant date. The fair value of option at the grant date is calculated by Black- Scholes model. In case the options are granted to employees of the company, the fair value determined at the grant date is expensed on a straight line basic over the vesting period, based on the Company's estimate of options that will eventually vest, with a corresponding increase in equity.

vi) Bonus plans

The Company recognizes a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

v) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

w) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

the end of the reporting period but not distributed at the end of the reporting period.

x) Earnings per share

i) **Basic earnings per share:** Basic earnings per share are calculated by dividing:

- The profit attributable to owners of the company.
- By the weighted average number of equity shares outstanding during the financial year.

ii) **Diluted earnings per share:** diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

y) Custom duty and its benefits

Customs Duty payable on imported raw materials, components and stores and spares is recognized to the extent assessed by the customs department.

Customs duty entitlement eligible under passbook scheme / DEPB is accounted on accrual basis. Accordingly, import duty benefits against exports affected during the year are accounted on estimate basis as incentive till the end of the year in respect of duty free imports of raw material yet to be made.

z) The Treatment of expenditure during construction period

All expenditure and interest cost during the project construction period, are accumulated and shown as Capital Work-in- Progress until the project/ assets commences commercial production. Assets under construction are not depreciated. Expenditure/Income arising out of trial run is part of pre-operative expenses included in Capital Work-in-Progress.

aa) Fair value measurement

The Company reviews the fair value of Land with sufficient frequency to ensure that the carrying amount does not differ materially from its fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation techniques that are appropriate in circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant absorbable inputs and minimizing the use of un-absorbable inputs. External valuers are appointed for valuing land. The selection criteria for these valuers include market knowledge, reputation, independence and whether professional standards are maintained.

ab) Amortization of expenses

Equity Issue expenses: Expenditure incurred in equity issue is being treated as Deferred and Revenue Expenditure to be amortized over a period of 10 years;

Debenture Issue Expenses: Debenture Issue expenditure is amortized over the period of 10 years.

Deferred Revenue Expenses: Deferred Revenue expenses are amortized over a period of 5 years.

ac) Research and development expenses

Research and Development costs (other than cost of fixed assets acquired) are expensed in the year in which they are incurred.

ad) Investment in Associates

Investments in associates are recognized at cost. The company provides for any permanent diminution, if any, in value of such investment.

ae) Accounting for Provisions, Contingent Liabilities & Contingent Assets

In conformity with Ind-AS 37, 'Provisions, Contingent Liabilities and Contingent Assets', issued by the ICAI. A provision is recognized when the Company has a present obligation as a result of past even and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in financial statements.

af) Provision for doubtful debts

The Management reviews on a periodical basis the outstanding debtors with a view to determine as to whether the debtors are good, bad or doubtful after taking into consideration all the relevant aspects. On the basis of such review and in pursuance of other prudent financial considerations the management determines the extent of provision to be made in the accounts.

ag) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Crores as per the requirement of Schedule III, unless otherwise stated.

2. CRITICAL ESTIMATES AND JUDGMENTS

The preparation of these financial statements in conformity with the recognition and measurement

principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

Impairment of Investments

The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment

Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Particulars	Gross carrying amount			Accumulated depreciation/amortisation			Net carrying amount	
	As at 1 st April, 2022	Additions	Deletions	As at 31 st March 2023	For the Year 2022-23	On disposals	As at 31 st March 2023	As at 31 st March 2022
Owned Assets								
Land	9.69	0.35	-	10.04	-	-	10.04	9.69
Mining Complex	52.54	14.02	-	66.56	2.78	-	63.78	52.54
Factory Building & Site Development	29.03	28.51	-	57.54	1.62	-	41.84	14.95
Residential Building: Housing Complex	7.84	-	-	7.84	0.41	-	2.25	2.66
Mining Road	4.99	-	-	4.99	0.95	-	1.43	2.38
Plant and Machinery	443.49	49.01	-	492.50	10.24	-	213.40	174.63
Plant and Machinery- Power	199.97	-	3.21	196.76	4.58	1.09	128.35	135.05
Furniture & Fixture	2.97	1.81	-	4.78	0.27	-	3.00	1.46
Motor Vehicles	5.71	3.28	0.09	8.90	0.77	0.05	5.87	3.40
Office Equipments	1.36	1.42	-	2.78	0.10	-	1.79	0.47
Computers	1.56	1.24	-	2.80	0.23	-	1.14	0.13
Assets Taken on Lease								
Leasehold Land	1.71	-	-	1.71	-	-	1.71	1.71
Total - Property, Plant and Equipment	760.86	99.64	3.30	857.20	21.95	1.14	474.60	399.06

NOTE: 4 PROPERTY, PLANT AND EQUIPMENT

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

Note 4(a): Non Current Assets: Capital in progress

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balance as at the beginning of the year	85.88	84.71
Add: Addition during the year	318.71	56.42
Less: Capitalisation during the year	31.49	55.25
Balance as at the end of the year	373.10	85.88

CWIP aging schedule

Ageing for Capital – Work – in – Progress as at March 31, 2023 is as follows

(₹ in Crores)

Particulars	Upto 1 year	1 Year to 2 Year	2 Year to 3 Year	>3 Year	Total
Ghugus Project	94.82	45.65	37.16	-	177.63
Surjagarh Mining Project	13.20	-	-	-	13.20
Konsari Project	180.78	1.46	0.03	-	182.27
Total	288.80	47.11	37.19	-	373.10

Ageing for Capital – Work – in – Progress as at March 31, 2022 is as follows

(₹ in Crores)

Particulars	Upto 1 year	1 Year to 2 Year	2 Year to 3 Year	>3 Year	Total
Ghugus Project	42.56	41.72	0.02	-	84.30
Surjagarh Mining Project	0.09	-	-	-	0.09
Konsari Project	1.41	0.05	0.03	-	1.49
Total	44.06	41.77	0.05	-	85.88

4(b) Right to Use Account

The estimated impact of Ind AS 116 on the Company's financial statements at 31 March 2023 is as follows:

The details of the right-of-use assets held by the Company as on 31st March, 2023 is as follows:

	Additions for year ended March 31, 2023	Net carrying amount as at March 31, 2023
Building	9.94	9.85
Security Deposit	48.28	47.92
Total	58.22	57.77

Expenses/ (Income) on right-of-use assets are as follows:

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on Building	0.70	0.18
Depreciation on Security Deposit	0.35	-
Interest on Lease Liabilities	0.77	0.09
Interest on Security Deposit (Income)	(0.05)	-
Total	1.77	0.27

The details of the right-of-use assets held by the Company as on 31st March, 2022 is as follows:

	Additions for year ended March 31, 2023	Net carrying amount as at March 31, 2023
Building	-	0.60
Security Deposit	-	-
Total	-	0.60

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

Expenses/ (Income) on right-of-use assets are as follows:

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on Building	0.18	0.44
Depreciation on Security Deposit	-	-
Interest on Lease Liabilities	0.09	0.25
Interest on Security Deposit (Income)	-	-
Total	0.27	0.69

Statement of Cash flows:

The total cash outflow for leases is ₹ 0.64 Crores and ₹ 0.25 Crores for years ended March 31, 2023 and 2022, respectively.

NOTE 5 : INVESTMENTS- NON CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(1) Investment in Wholly-Owned Subsidiaries (unquoted - fully paid up):		
i) Thriveni Lloyds Mining Private Limited*	-	0.00
10,000 Equity Shares of ₹ 10/- Each (Previous Year Nil)		
ii) Lloyds Infinite Foundation	0.01	-
10,000 Equity Shares of ₹ 10/- Each (Previous Year Nil)		
	0.01	0.00
(2) Equity Investment in Other Companies (unquoted - fully paid up)		
i) Shine Trade & Properties Developers Private Limited	0.02	0.02
(Previously known as Gadchiroli Metals & Minerals Limited)		
19,000 Equity Shares of ₹ 10/- Each		
(Previous Year 19,000 Equity Shares of ₹ 10 Each)		
ii) Vimala Infrastructure Private Limited	0.01	0.01
(500 Equity Shares of ₹ 10/- Each)		
(Previous Year 500 Equity Shares of ₹ 10 each and share premium ₹ 240/- each)		
iii) Punjab & Maharashtra Co-op. Bank Limited	0.10	0.10
40,000 Equity Shares of ₹ 25/- Each		
(Previous Year 40,000 Equity Shares of ₹ 25/- Each)		
Total Investment in Equity Shares	0.13	0.13
Less: Impairment in value of Investments	0.10	-
Total investments - Non Current	0.04	0.14

*Thriveni Lloyds Mining Private Limited has become a 100% Wholly-Owned Subsidiary of the Company w.e.f. 20th January, 2023 it was a joint venture till 19th January, 2023 Previous year it was joint venture with 40% shareholding amount to ₹ 40,000 held by the company.

Aggregate value of quoted and unquoted investments is as follows:

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Aggregate value of unquoted investments (net of impairment)	0.04	0.14
Aggregate value of impairment of investments	0.10	-

NOTE 6 : DEFERRED TAX ASSET

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Asset		
Deferred Tax Asset (Ref. Note No.38)	137.38	28.24
Total - Deferred Tax Asset	137.38	28.24

NOTE 7 : OTHER NON-CURRENT ASSETS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured, considered good		
Security Deposits	36.32	0.87
Total Other Non Current Assets	36.32	0.87

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

NOTE 8 : INVENTORIES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Raw Materials	37.50	20.87
(b) Work-in-Progress	0.59	76.49
(c) Finished Goods	86.59	37.56
(d) Stores and Spares	133.16	11.11
(e) Saleable Scrap & By products	6.58	18.46
(f) Intangible Inventory - Energy Saving certificate	5.33	-
(g) Intangible Inventory - Certified Emission Reduction (CER's)	-	2.34
Total - Inventories	269.75	166.84

Note 8(i) : Investments - Current

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Investment designated at fair value through profit and loss		
Investment in Shares (Quoted shares)	36.79	-
Total - Current Investment	36.79	-

Aggregate value of quoted and unquoted investments is as follows:

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Aggregate value of quoted investments	36.79	-
Aggregate market value of quoted investments	36.79	-

NOTE 9 : TRADE RECEIVABLES - CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured, Considered Good		
Trade Receivables	24.51	23.74
Total - Trade Receivables	24.51	23.74

Trade Receivables ageing schedule

(₹ in Crores)

Current outstanding as on 31.03.2023	Outstanding for following periods from the date of transaction#					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables — considered good	22.99	1.52	-	-	-	24.51
(b) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(c) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(d) Disputed Trade Receivables— considered good	-	-	-	-	-	-
(e) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(f) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
Total - Trade Receivables	22.99	1.52	-	-	-	24.51

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

Trade Receivables ageing schedule

(₹ in Crores)

Current outstanding as on 31.03.2022	Outstanding for following periods from the date of transaction#					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a) Undisputed Trade receivables — considered good	23.48	0.25	0.00	0.01	-	23.74
(b) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(c) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(d) Disputed Trade Receivables— considered good	-	-	-	-	-	-
(e) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(f) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
Total - Trade Receivables	23.48	0.25	0.00	0.01	-	23.74

Note 9 : (i) Cash and Cash Equivalents

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
I Balances with Banks		
In Current Accounts	27.27	13.62
Cash in Hand	0.02	0.11
II Other Bank Balance		
Earmarked Balances with Bank*	0.29	-
Total - Cash and Cash Equivalents	27.58	13.73

*Note: Earmarked Balance with banks pertains to Unclaimed Dividend

Note 9 : (ii) Other Balances with Banks

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Other Bank Balances		
Balance held in Bank as Fixed Deposits*	236.98	8.14
Total - Other Balances with Banks	236.98	8.14

* Include FDR maintained against Bank Guarantees ₹46.98 Crs. (Previous year ₹ 8.14 Crs.)

Note 9 : (iii) Loan & Advances

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
loan & Advances	25.07	-
Total - Loan & Advances	25.07	-

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

NOTE 10 : OTHER CURRENT ASSETS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Other than Capital Advance		
i) Advance to Suppliers*	144.21	19.99
ii) Prepaid Expenses	9.64	1.64
iii) Advance to Others	1.12	0.70
iv) Interest Receivable	1.20	0.44
v) Balance Receivable from Govt. Authorities	169.93	73.68
vi) Balance Receivable against NSC	0.04	0.04
Total - Other Current Assets	326.15	96.49

* Advance to suppliers ₹ 144.21 Crs. (Previous year ₹ 19.99 Crs.) regroup in Other Current Assets, Previous Financial Year separately shown as Other Financial Assets - Current.

NOTE 11 : EQUITY SHARE CAPITAL

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
AUTHORIZED		
Equity Shares:		
75,00,00,000 Equity Shares of ₹1/- Each	75.00	75.00
(Previous year 75,00,00,000 Equity shares of ₹1/- each)		
Preference Shares :		
2,50,00,000 Preference Shares of ₹10/- each	25.00	25.00
(Previous year 2,50,00,000 Preference Shares of ₹10/- each)		
Total	100.00	100.00
ISSUED, SUBSCRIBED & PAID-UP CAPITAL		
36,87,19,220 Equity Shares of ₹1/- each	36.87	25.17
(Previous year 25,17,49,220 Equity Shares of ₹1/- each)		
Add : 13,61,05,000 Equity Shares of ₹1/- each	13.61	11.70
(Previous year 11,69,70,000 Equity Shares of ₹1/- each)		
(Previous year Shares forfeited - 3,97,875 Equity Shares of ₹10/- each (Amount originally paid-up))	-	0.17
Total - Equity Share Capital	50.48	37.04

- A. During the year, the Company has converted 6,60,00,000 Convertible Warrants into Equity Shares of face value of ₹ 1/- each at a premium of ₹ 8.47/- each, The said convertible warrants were allotted on the terms that they shall be convertible (at the sole option of the warrant holder) at any time within a period of 18 months from the date of allotment of convertible warrants in the ratio of 1:1 issued at par via Preferential Allotment to the listed below company :

S. No.	Name of the Allottees ("Warrant holders")	No. of convertible warrants allotted
1	Sky United LLP	5,28,00,000.00
2	Blossom Trade & Interchange LLP	1,32,00,000.00
Total		6,60,00,000.00

- B. During the year, the Company has converted 1,00,00,000 Optionally Fully Convertible Debentures ("OFCD's") into Equity Shares of face value of ₹ 1/- each at a premium of ₹ 19/- each in the conversion ratio of 1:1, issued at par via Preferential Allotment to Thriveni Earthmovers Private Limited ("TEMPL" / "Thriveni"). The said allotted is a co-promoter of the Company.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

- C. The Company has allotted 1,05,000 Equity Shares to the Lloyds Employees Welfare Trust under Lloyds Metals and Energy Limited Employee Stock Option Plan – 2017.
- D. The Company had allotted 6,00,00,000 OFCD's to Sunflag Iron and Steel Co Limited ("Sunflag") pursuant to Arbitration Award dated 22nd April, 2022 and an Additional / Supplementary Arbitration Award dated 28th April, 2022. Pursuant to the conversion letter received from Sunflag the said allotted 6,00,00,000 OFCD's have been converted into 6,00,00,000 Equity Shares in the ratio of 1:1.

Shares held by promoters at the end of the year

Sr. No	Name of the Promoter	Shares held by Promoters				% Change during the year
		At March 31, 2023		At March 31, 2022		
		No. of Shares	% of total shares	No. of Shares	% of total shares	
i)	Ravi Agarwal	1,17,30,000.00	2.32	1,17,30,000.00	3.18	(0.86)
ii)	Mukesh R Gupta	7,07,300.00	0.14	7,07,300.00	0.19	(0.05)
iii)	Renu R Gupta	12,04,420.00	0.24	12,04,420.00	0.33	(0.09)
iv)	Abha M Gupta	6,69,540.00	0.13	6,69,540.00	0.18	(0.05)
v)	Dipti Akhil Mundhra	5,00,000.00	0.10	5,00,000.00	0.14	(0.04)
vi)	Rajesh R Gupta	12,08,460.00	0.24	12,08,460.00	0.33	(0.09)
vii)	Madhur Rajesh Gupta	96,00,000.00	1.90	96,00,000.00	2.6	(0.70)
viii)	Priyanka Rajesh Gupta	5,00,000.00	0.10	5,00,000.00	0.14	(0.04)
ix)	Shreekrishna M Gupta	96,02,000.00	1.90	96,02,000.00	2.6	(0.70)
x)	Shree Global Tradefin Ltd.	1,57,38,338.00	3.12	1,57,35,742.00	4.27	(1.15)
xi)	ASP Technologies Pvt. Ltd.	3,64,00,340.00	7.21	3,64,00,340.00	9.87	(2.66)
xii)	Triumph Trade & Properties Developers Private Limited	2,91,58,208.00	5.78	2,91,58,208.00	7.91	(2.13)
xiii)	Lloyds Metals And Minerals Trading LLP	3,57,41,529.00	7.08	3,57,41,529.00	9.69	(2.61)
xiv)	Sky United LLP	6,59,54,638.00	13.06	1,31,54,638.00	3.57	9.49
xv)	Thriveni Earthmovers Private Limited	10,00,05,501.00	19.81	9,00,02,906.00	24.41	(4.60)
xvi)	Blossom Trade and Interchange LLP	1,32,00,000.00	2.61	-	-	2.61
	Total	33,19,20,274.00	65.74	25,59,15,083.00	69.41	(3.67)

(A) Reconciliation of number of shares:

Particulars	At March 31, 2023		At March 31, 2022	
	Number of shares	Amount in Crores	Number of shares	Amount in Crores
Equity Shares				
At the beginning of the year	36,87,19,220.00	36.87	25,17,49,220	25.17
Issued During The Year	13,61,05,000.00	13.61	11,69,70,000	11.70
Outstanding at the end of the year	50,48,24,220.00	50.48	36,87,19,220	36.87

(B) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a face value of ₹ 1/- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

(C) Details of the shareholders holding more than 5% shares in the Company

Particulars	At March 31, 2023		At March 31, 2022	
	No. of Shares	% holding	No. of Shares	% holding
Equity shares of ₹1/- each fully paid-up				
Thriveni Earthmovers Private Limited	10,00,05,501	19.81	9,00,02,906	24.41
SKY UNITED LLP	6,59,54,638	13.06	1,31,54,638	3.57
Sunflag Iron and Steel Co. Limited	6,00,00,000	11.89	-	-
ASP Technologies Private Ltd.	3,64,00,340	7.21	3,64,00,340	9.87
Lloyds Metals and Minerals Trading LLP	3,57,41,529	7.08	3,57,41,529	9.69
Triumph Trade & Properties Developers Private Ltd.	2,91,58,208	5.78	2,91,58,208	7.91
Clover Media Private Limited	2,63,28,495	5.22	2,66,50,000	7.23

NOTE 12 : OTHER EQUITY

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Reserves and surplus		
(a) Capital Reserve		
Opening Balance	77.61	77.56
Movement during the year	0.17	-
Closing Balance (A)	77.79	77.56
(b) Share premium		
Opening Balance	212.87	24.06
Add: Received on conversion Warrants	55.90	-
Add: Received on conversion OFCD	1,239.10	188.32
Add: Received on issue of ESOP	0.17	0.49
Closing Balance (B)	1,508.04	212.87
(c) Share Warrant application money		
Opening Balance	15.63	15.63
Transfer to Equity shares	(15.63)	-
Closing Balance (C)	-	15.63
(d) Equity Component of Optionally Fully convertible Debentures		
Opening Balance	2.39	2.39
Transfer to Equity shares	(2.39)	-
Closing Balance (D)	-	2.39
(e) Retained Earnings		
Opening Balance	134.47	37.17
Add: Transfer from SBP Reserve	0.44	-
Add: OFCD Interest on Early settlement	58.05	-
Add: Profit for the year	(288.54)	97.30
Less: Dividend for the year 2021-22	22.24	-
Closing Balance (E)	(117.82)	134.47
(f) Other Comprehensive Income (OCI)		
Opening Balance	1.09	0.36
Add: Movement in OCI (Net) during the year	2.07	0.73
Closing Balance (F)	3.16	1.09
(g) Share Based Payment Reserve		
Opening Balance	0.52	0.70
Add: Movement during the year	6.91	0.21
Less : Transfer to Share premium	0.14	0.39
Closing Balance (G)	7.29	0.52
Total - Other Equity	1,478.47	444.53

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

NOTE 13 : BORROWINGS - NON- CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Secured		
Term Loan from Banks and Financial Institutions (Ref. Note 13(a))	-	56.72
	-	56.72
Unsecured	-	-
Total - Long Term Borrowings	-	56.72

Note No. 13(a) : The term loans from Banks and financial institutions is Nil (Previous Year 56.72 Crs.) was secured by way of hypothecation/ mortgage on specified Plant & Machinery/assets & motor vehicles. Refer Note No.36.

Note 13 (i) : Lease Liabilities - Non Current

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Lease liabilities (Ref. Note No.4(b))	2.19	0.43
Total - Lease Liabilities	2.19	0.43

NOTE 14 : PROVISIONS - LONG TERM

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for employee benefits		
Unfunded Gratuity Liability (Refer Note No. 28)	13.45	4.58
Unfunded Compensated Absences Liability	1.19	0.78
Provision for Others		
Site Restoration Mines	7.92	-
Total - Long Term Provisions	22.56	5.36

NOTE 15 : OTHER NON CURRENT LIABILITIES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Other Long Term Liabilities	-	161.43
Total - Other Non Current Liabilities	-	161.43

Note 16(i) : Lease - Current Liabilities

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Lease liabilities	0.61	0.21
Total - Lease Liabilities	0.61	0.21

Note 16(ii) : Trade Payables - Current

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Micro, Small and Medium Enterprises (Refer note no. 16(ii)(a))	-	-
Dues to creditors other than Micro, Small and Medium Enterprises	74.53	15.18
Total - Trade Payables	74.53	15.18

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

Trade Payables ageing schedule

(₹ in Crores)

Particulars	Outstanding for following periods from the date of transaction#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Ageing schedule as on 31.03.2023					
(i) MSME	-	-	-	-	-
(ii) Others	74.43	0.03	0.04	0.02	74.53
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total - Trade Payable	74.43	0.03	0.04	0.02	74.53

Trade Payables ageing schedule

(₹ in Crores)

Particulars	Outstanding for following periods from the date of transaction#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Ageing schedule as on 31.03.2022					
(i) MSME	-	-	-	-	-
(ii) Others	13.36	0.62	0.52	0.68	15.18
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total - Trade Payable	13.36	0.62	0.52	0.68	15.18

Note no. 16(ii)(a): There are no amounts outstanding to Micro, Small and Medium Enterprises as at March 31, 2023 and no amount were over due during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

Note 16(iii) : Other Financial Liabilities - Current

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Current Maturity of long term debts - Secured	-	13.50
Current Maturity of long term debts - Unsecured	1.57	6.32
Liability component of Optionally fully convertible debenture	-	18.88
Interest Accrued but not due	-	0.13
Total - Other Financial Liabilities	1.57	38.84

NOTE 17 : OTHER CURRENT LIABILITIES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, TDS, GST etc.)	12.97	13.07
(b) Advances from Customers*	305.82	35.63
(c) Overdraft from HDFC Bank	61.40	-
(d) Other payables	0.19	0.05
(e) Salaries and Wages payable	3.11	1.31
Total - Other Current Liabilities	383.49	50.05

* Advance from Customers ₹ 305.82 Crs. (Previous year ₹ 35.63 Crs.) regroup in Other Current Liabilities. Last year shown as Other Financial Liabilities-Current.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

NOTE 18 : PROVISIONS -CURRENT

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for employee benefits		
Unfunded Gratuity & Compensated absences	1.92	0.41
Bonus to Employee	0.69	0.60
Provision for Others		
Expenses	9.51	12.92
Total - Provisions	12.12	13.93

NOTE 19 : REVENUE FROM OPERATIONS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Sale of Products		
Finished Goods	3,276.91	637.58
Power Sales	66.12	43.94
Other Operating Revenues	49.28	15.98
Total - Revenue from Operations	3,392.31	697.50

NOTE 20 : OTHER INCOME

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Interest Income	5.67	0.61
Other Non-Operating Income	10.72	0.81
Profit on Sale of Asset	-	0.01
Industrial Promotion Subsidy Refund	36.91	27.66
Dividend Income	0.02	-
Profit on sale of share or investment	7.24	-
Sundry Balance Written back	13.90	0.67
Total - Other Income	74.46	29.75

NOTE 21 : COST OF MATERIALS CONSUMED

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Iron Ore/Pellet	96.36	176.88
(b) Coal	404.90	194.47
(c) Dolomite	3.09	1.92
Total - Cost of Material Consumed	504.35	373.27

Note 21(a) : Exceptional items

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Exceptional Item	1,194.40	51.36
Total - Exceptional Item	1,194.40	51.36

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

During the current year, the above exceptional item has arisen pursuant to an arbitration award under which the company is liable to pay the amount. There is no cash outflow for the company as the amount is being paid by way of 0% Optionally Fully Convertible Debentures (OFCD's). In the previous year exceptional item pertains to amount in relation to Coal cess which was no longer receivable from Govt., hence written off.

NOTE 22 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Opening inventory:		
(i) Finished Goods	37.57	18.71
(ii) Saleable Scrap & By products	18.46	46.60
(iii) Work-in-Process	76.49	0.25
(iv) Traded Goods	2.34	8.90
Total (a)	134.86	74.46
(b) Closing inventory:		
(i) Finished Goods	86.59	37.56
(ii) Saleable Scrap & By products	6.57	18.46
(iii) Work-in-Process	0.59	76.49
(iv) Traded Goods	5.33	2.34
Total (b)	99.08	134.86
Total (a-b)	35.78	(60.40)

NOTE 23 : EMPLOYEE BENEFITS EXPENSE

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Salaries and Wages	29.79	15.43
Contributions to Provident and other Funds	1.48	1.02
Expense on Employee Stock Option Scheme (ESOP) (Refer Note No.35)	7.35	0.21
Staff Welfare Expenses	1.97	0.32
Gratuity & Leave Encashment Expenses (Refer Note No. 28)	13.03	0.74
Remuneration to Managing Director	0.64	0.64
Total - Employee Benefit Expenses	54.26	18.35

NOTE 24 : FINANCE COSTS

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Interest Expense:		
(i) Fixed Loans	4.87	10.18
(ii) Others*	59.06	5.81
Finance Charges :		
(i) Bills Discounting Charges	-	0.63
(ii) Bank Charges & Commission	1.11	1.52
Total - Finance Cost	65.04	18.14

*Other finance cost includes Optionally Fully Convertible Debentures (OFCD's) Interest ₹ 56.60 Crores for the FY22-23, as per the reporting compliance of IND AS. There is no cash outflow for the Company as they are 0% Optionally Fully Convertible Debentures (OFCD's).

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

NOTE 25 : DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Depreciation (Refer Note No. 4)	21.95	17.80
Depreciation Lease Ind AS 116 (Refer Note No.4(b))	1.05	0.18
Total -Depreciation and Amortisation Expenses	23.00	17.98

NOTE 26 : OTHER EXPENSES

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Power Consumption	3.79	2.13
Fuel Consumption	0.90	0.73
Water Charges	0.79	0.78
Stores & Spares Consumed	40.55	9.49
Repairs & Maintenance to Plant	6.35	1.75
Other Manufacturing Expenses	1,069.92	114.95
Total - Manufacturing Expenses	1122.30	129.82
Selling and Distribution Expenses		
Local Freight	706.66	72.30
Rebate & Discount	39.21	5.85
Selling Expenses	71.47	2.09
Total - Selling and Distribution Expenses	817.34	80.23
Administrative Expenses		
Insurance	1.39	0.58
Travelling & Conveyance	3.62	1.13
Rent, Rates & Taxes	11.41	0.67
Legal , Professional & Consultancy Charges	14.18	2.68
Repairs & Maintenance to Building	0.26	0.14
Repairs & Maintenance to others	0.86	0.18
Other Expenses	11.18	1.91
Sundry Balance Written Off	0.15	2.95
Payment to Auditors (Refer Note 26(a))	0.08	0.04
Director Sitting Fees	0.03	0.03
Corporate social responsibility (CSR) expenditure (refer Note 26(b))	1.16	0.28
Loss on Sale of Fixed Assets	3.66	0.10
Total - Administrative Expenses	47.98	10.68
Total - Other Expenses	1,987.62	220.74

Note 26(a) : Payment to auditor

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) To statutory auditors		
- Statutory Audit Fees	0.03	0.03
- Tax Audit & Certifications	0.01	0.01
- Expenses Reimbursed	0.03	0.00
(b) To others		
- Cost Audit fees	0.00	0.00
- Secretarial Audit fees	0.01	0.00
Total - Payment to auditor	0.08	0.04

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

Note 26(b) : Corporate social responsibility (CSR) expenditure

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Amount required to be spent as per Section 135 of the Company Act, 2013	0.68	0.23
Amount spent during the year on :		
1) Construction/ acquisition of any assets	-	-
2) On purposes other than (1) above	1.16	0.28
Total - Corporate social responsibility (CSR) expenditure	1.16	0.28

NOTE 27 : DEFERRED TAX

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Income	109.14	9.51
Total -Deferred Tax Income	109.14	9.51

The Company has determined that there is a reasonable certainty that sufficient profits will be available in future to recoup unabsorbed depreciation and carried forward losses and accordingly deferred tax has been recognised on those losses under Ind AS provisions.

28. DISCLOSURE AS REQUIRED BY THE IND AS -19 “EMPLOYEES BENEFIT” IS GIVEN BELOW:

Defined benefit plan: The Company operates one defined benefit plan, viz., gratuity & Leave Encashment benefit, for its employees. The Gratuity & Leave Encashment plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. The company does not have any fund for gratuity liability or Leave liability and the same is accounted for as provision.

Under the other long term employee benefit plan, the company extends the benefit of compensated absences to the employees, whereby they are eligible to carry forward their entitlement of earned leave for encashment upon retirement / separation or during tenure of service. The Plan is not funded by the company.

The details of defined benefit obligations are as under:

(₹ in Crores)

Sr. No.	Particulars	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
1.	Obligation as at beginning of the year	4.94	5.08	0.83	1.01
2.	Current service cost	1.53	0.49	0.72	0.27
3.	Interest cost	0.37	0.35	0.06	0.07
4.	Liabilities transferred	10.56	-	0.01	-
5.	Benefits paid	(0.08)	(0.25)	(0.10)	(0.08)
6.	Re-measurements	(2.07)	(0.73)	(0.20)	(0.44)
7.	Obligation as at Close of the year	15.25	4.94	1.32	0.83
8.	Current portion	1.79	0.36	0.13	0.05
9.	Non-current portion	13.46	4.58	1.19	0.78
	Total	15.25	4.94	1.32	0.83

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Sr. No.	Particulars	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
1.	Current service cost	1.53	0.49	0.72	0.27
2.	Interest cost	0.37	0.35	0.06	0.07
	Total	1.90	0.84	0.78	0.34

Amount recognized in other comprehensive income:

(₹ in Crores)

Sr. No.	Particulars	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
1.	Re-measurements	(2.07)	(0.73)	(0.20)	(0.44)
	Total	(2.07)	(0.73)	(0.20)	(0.44)

Due to its defined benefit plans, the Company is exposed to the following significant risks:

Changes in bond yields - A decrease in bond yields will increase plan liability.

Salary risk - The present value of the defined benefit plans liability is calculated by reference to the future salaries of the plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Existing assumptions:

(₹ in Crores)

Sr. No.	Particulars	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
1.	Discount rate	7.40%	6.80%	7.40%	6.50%
2.	Rate of salary increase	8.50%	8.50%	8.50%	8.50%
3.	Withdrawal / Attrition rate	1%	1%	1%	1%
4.	Mortality rate	Indian Assured Lives (2012-14)	Indian Assured Lives (2012-14)	Indian Assured Lives (2012-14)	Indian Assured Lives (2012-14)
5.	Retirement age	60 years	60 years	60 years	60 years

Note: The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

The impact of sensitivity due to changes in the significant actuarial assumptions on the defined benefit obligations is given in the table below:

(₹ in Crores)

Particulars	Change in assumption	Gratuity		Leave Encashment	
		31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
Discount Rate	+1%	13.83	4.47	1.17	0.72
	-1%	17.11	5.50	1.49	0.91
Salary Growth Rate	+1%	16.88	5.48	1.48	0.94
	-1%	13.83	4.47	1.17	0.75
Withdrawal rate	+1%	15.19	4.92	1.31	0.83
	-1%	15.32	4.96	1.32	0.84

The above sensitivity analysis is determined based on a method that extrapolates the impact on the net defined benefit obligations, as a result of reasonable possible changes in the significant actuarial assumptions. Further, the above sensitivity analysis is based on a reasonably possible change in a particular under-lying actuarial assumption, while assuming all other assumptions to be constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

The table below summarizes the maturity profile and duration of the Gratuity & Leave encashment liability:

(₹ in Crores)

Particulars	Gratuity		Leave Encashment	
	31 st March, 2023	31 st March, 2022	31 st March, 2023	31 st March, 2022
Within one year	1.79	0.36	0.13	0.05
Within one to three years	0.53	0.24	0.04	0.03
Within three to five years	0.85	0.44	0.10	0.08
Above five years	12.08	3.90	1.05	0.67
Weighted average duration (in years)	9.37 years	12.97 years	9.37 years	12.97 years

29. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

Fair values

- The carrying amounts of trade payables, other financial liabilities (current), borrowings (current), trade receivables, cash and cash equivalents, other bank balances and loans are considered to be the same as fair value due to their short term nature.
- Borrowings (non-current) consists of loans from banks and government authorities, other financial liabilities (noncurrent) consists of interest accrued but not due on deposits, other financial assets consist of employee advances where the fair value is considered based on the discounted cash flow.
- The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

(₹ in Crores)

Particulars	At amortized Cost		At Fair value through Profit & Loss		Designated at fair value through OCI	
	As at 31 st March, 2023		As at 31 st March, 2023		As at 31 st March, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets						
Non-current						
(i) Investments	-	-	0.04	0.04	-	-
Current						
(i) Trade Receivables	24.51	24.51	-	-	-	-
(ii) Cash and Cash Equivalent	27.58	27.58	-	-	-	-
(iii) Bank Balances Other than(ii)above	236.98	236.98	-	-	-	-
(iv) Other Financial Assets	-	-	-	-	-	-
(v) Prepayments	-	-	-	-	-	-
(VI) Investments	-	-	30.13	36.79	-	-
Total Financial assets	289.07	289.07	30.17	36.83	-	-

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Particulars	At amortized Cost		At Fair value through Profit & Loss		Designated at fair value through OCI	
	As at 31 st March, 2023		As at 31 st March, 2023		As at 31 st March, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial Liabilities						
Non-current						
(i) Borrowings	-	-	-	-	-	-
Current						
(i) Borrowings	-	-	-	-	-	-
(ii) Trade Payables	74.53	74.53	-	-	-	-
(iii) Other Financial Liabilities	-	-	-	-	-	-
Total Financial liabilities	74.53	74.53	-	-	-	-

30. FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

A) Financial Risk

The business activities of the Company expose it to a variety of financial risks, namely market risks (that is, foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Company's risk management strategies focus on the unpredictability of these elements and seek to minimize the potential adverse effects on its financial performance.

The financial risk management for the Company is driven by the Company's senior management and internal/ external experts subject to necessary supervision.

The Company does not undertake any speculative transactions either through derivatives or otherwise. The senior management is accountable to the Board of Directors and Audit Committee. They ensure that the Company's financial risk-taking activities are governed by appropriate financial risk governance framework, policies and procedures. The Board of Directors periodically reviews the exposures to financial risks, and the measures taken for risk mitigation and the results thereof.

B) Foreign currency Risk

Foreign exchange risk arises on all recognised monetary assets and liabilities and on highly probable forecasted transactions which are denominated in a currency other than the functional currency of the Company. The Company does not have any foreign currency trade payables and receivables.

The foreign exchange risk management policy of the Company requires it to manage the foreign exchange risk by transacting as far as possible in the functional currency.

No Forward contracts were entered into by the company either during the year or previous years since the company has very minimum exposure to foreign currency risk.

i) Price risk

The Company uses surplus funds in operations and for further growth of the company. Hence, there is no price risk associated with such activity.

ii) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party the risk of deterioration of creditworthiness of the counterparty as well as concentration risks of financial assets, and thereby exposing the Company to potential financial losses. The Company is exposed to credit risk mainly with respect to trade receivables.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

Trade receivables

The Trade receivables of the Company are typically non-interest bearing un-secured. As there is no independent credit rating of the customers available with the Company, the management reviews the credit-worthiness of its customers based on their financial position, past experience and other factors. The credit risk related to the trade receivables is managed / mitigated by the concerned team based on the Company's established policy and procedures and by setting appropriate payment terms and credit period. The credit period provided by the Company to its customers depends upon the contractual terms with the customers.

The ageing analysis of trade receivables as at the reporting date is as follows:

(₹ in Crores)

Particulars	As at March 31, 2023	
	Less than six months	More than six months
Trade Receivables as at March 31, 2023	22.99	1.52
Trade Receivables as at March 31, 2022	23.48	0.26

The Company performs on-going credit evaluations of its customers' financial condition and monitors the credit-worthiness of its customers to which it grants credit in its ordinary course of business. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount due or there are some disputes which in the opinion of the management is not in the Company's favor. Where the financial asset has been written-off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit and loss.

iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Accordingly, as a prudent liquidity risk management measure, the Company closely monitors its liquidity position and deploys a robust cash management system.

Based on past performance and current expectations, the Company believes that the Cash and cash equivalents and cash generated from operations will satisfy its working capital needs, capital expenditure, investment requirements, commitments and other liquidity requirements associated with its existing operations, through at least the next twelve months.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(₹ in Crores)

Particulars	As at March 31, 2023	
	Less than six months	More than six months
Trade payables	73.38	1.15
Other financial liabilities	1.57	-
Total Financial liabilities	74.95	1.15

Particulars	As at March 31, 2022	
	Less than six months	More than six months
Trade payables	12.53	2.65
Other financial liabilities	28.41	10.42
Total Financial liabilities	40.94	13.07

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

C) Capital Risk

The Company's objective while managing capital is to safeguard its ability to continue as a going concern (so that it is enabled to provide returns and create value for its shareholders, and benefits for other stakeholders), support business stability and growth, ensure adherence to the covenants and restrictions imposed by lenders and/ or relevant laws and regulations, and maintain an optimal and efficient capital structure so as to reduce the cost of capital. However, the key objective of the Company's capital management is to, ensure that it maintains a stable capital structure with the focus on total equity, uphold investor; creditor and customer confidence, and ensure future development of its business activities. In order to maintain or adjust the capital structure, the Company may issue new shares, declare dividends, return capital to shareholders, etc.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements.

31) CAPITAL MANAGEMENT

Capital management and Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

	Year ended March 31, 2023	Year ended March 31, 2022
Borrowing		
Current	-	-
Non-Current	-	56.72
Total Debts	-	56.72
Cash and Marketable Securities	254.37	13.73
Net Debts	(254.37)	42.99
Equity		
Equity Share capital	50.48	37.04
Other Equity	1478.47	444.54
Total capital	1528.95	481.58
Gearing ratio in % (Net Debts/capital)*	-	8.93%

*Notes: Gearing ratio for the Current Financial year not calculated as NIL Debts as of 31.03.2023 (Previous year ₹ 56.72 Crs.)

32) RELATED PARTY DISCLOSURES:

Disclosure on Related Party Transactions as required by Ind AS 24 – Related Party Disclosures is given below:

A) 100% Wholly Owned Subsidiary Company

- 1) Thriveni Lloyds Mining Private Limited
- 2) Lloyds Infinite Foundation

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

B. Key Managerial Personnel:

Sr. No.	Name	Designation
1	Mr. Babulal Agarwal	Managing Director
2	Mr. Riyaz Shaikh	Chief Financial Officer
3	Ms. Trushali Shah	Company Secretary

C. Close family members of Key Managerial Personnel who are under the employment of the Company:

D. Entities where Directors / Close family members of Directors have control / significant influence:

Directors/closed family members having control/significant influence

- 1) Lloyds Steels Industries Limited
- 2) Thriveni Earthmovers Private Limited
- 3) Thriveni Logistics Services LLP
- 4) Mandovi River Pellets Private Limited
- 5) Brahmani River Pellets Limited
- 6) Trofi Chain Factory Private Limited
- 7) Lloyds Employees Welfare Trust

E. Details of chairman and Directors of the company:

Names	Nature of relationship
Directors	
Mr. Mukesh Gupta	Director (Chairman)
Mr. Rajesh Gupta	Director
Mr. Madhur Gupta	Director
Mr. Devidas Kambale	Independent Director
Mr. Jagannath Dange	Independent Director
Mrs. Bhagyam Ramani	Independent Women Director
Mr. Balasubramanian Prabhakaran	Director
Mr. Ramesh Luharuka	Independent Director
Dr. Seema Saini	Independent Director
Dr. Satish Wate	Independent Director
Mr. Munnangi Venkata Subba Rao	Independent Director

Terms and conditions of transactions with related parties

1. The Company has been entering into transactions with related parties for its business purposes. Related party vendors are selected competitively in line with other unrelated parties having regard to strict adherence to quality, timely servicing and cost advantage. Further related party vendors provide additional advantages in terms of:
 - (a) Supplying products primarily to the Company,
 - (b) Advanced and innovative technology.
 - (c) Customisation of products to suit the Company's specific requirements, and
 - (d) Enhancement of the Company's purchase cycle and assurance of just in time supply with resultant benefits-notably on working capital.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

2. The purchases from and sales to related parties are made on terms equivalent to and those applicable to all unrelated parties on arm's length transactions. Outstanding balances payable and receivable at the year-end are unsecured, interest free and will be settled in business transactions.

Details of compensation & remuneration to Key Managerial Persons (KMPs)

(₹ in Crores)

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Nature of transaction		
Short-term employee benefits	2.03	1.05
Post-employment benefits	0.15	0.13
Other Long-term benefits	1.01	0.09
Termination benefits	-	-
Total compensation to key management person	3.19	1.27

Details of transactions with and balance outstanding of Key Managerial personnel (KMP) / Close Family Member of Key Managerial Personnel:

(₹ in Crores)

Name of the related party	Nature of transaction	Year 2022 – 23		Year 2021 – 22	
		Transaction Value	Outstanding Amount	Transaction Value	Outstanding Amount
Mr. Babulal Agarwal	Remuneration	0.65	0.0312	0.65	-
	Dividend	-	-	-	-
Mr. Riyaz Shaikh	Remuneration	0.45	0.024	0.37	-
	Dividend	0.0079	-	-	-
	ESOP	0.87	-	2.06	-
Ms. Trushali Shah	Remuneration	0.0567	0.0043	0.0213	-
	Dividend	-	-	-	-

Details of transactions with and balance outstanding of Directors:

(₹ in Crores)

Name of the Director	Nature of transaction	Year 2022 – 23		Year 2021 – 22	
		Transaction Value	Outstanding Amount	Transaction Value	Outstanding Amount
Mr. Balasubramanian Prabhakaran	Sitting Fees	0.0022	0.0002	0.001	-
	Dividend	-	-	-	-
Mrs. Bhagyam Ramani	Sitting Fees	0.0018	-	0.0024	-
	Dividend	-	-	-	-
Mr. Devidas Kambale	Sitting Fees	0.0044	0.0002	0.0044	-
	Dividend	-	-	-	-
Dr. Satish Wate	Sitting Fees	0.0006	-	-	-
	Dividend	-	-	-	-
Dr. Seema Saini	Sitting Fees	0.0012	0.0002	0.0002	-
	Dividend	-	-	-	-

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Name of the Director	Nature of transaction	Year 2022 – 23		Year 2021 – 22	
		Transaction Value	Outstanding Amount	Transaction Value	Outstanding Amount
Mr. Jagannath Dange	Sitting Fees	0.0038	-	0.0038	-
	Dividend	-	-	-	-
Mr. Munnangi Venkata Subba Rao	Sitting Fees	0.0002	-	-	-
	Dividend	-	-	-	-
Mr. Madhur Gupta	Sitting Fees	0.0022	0.0004	0.002	-
	Dividend	0.48	-	-	-
Mr. Mukesh Gupta	Sitting Fees	0.0014	-	0.004	-
	Dividend	0.035	-	-	-
Mr. Rajesh Gupta	Sitting Fees	0.0040	0.0004	0.0036	-
	Dividend	0.06	-	-	-
Mr. Ramesh Luharuka	Sitting Fees	0.0032	-	0.0018	-
	Dividend	-	-	-	-

Details of transactions with and balances outstanding of Entities Controlled / Significantly influenced by Directors / Close Family Members of Directors

(₹ in Crores)

Name of the Related Party	Nature of transaction	Year 2022 – 23		Year 2021 – 22	
		Transaction Value	Outstanding / (advances) Amount	Transaction Value	Outstanding / (advances) Amount
Thriveni Earthmovers Private Limited	Other Services Paid- Mining charges	833.36*	(76.45)	53.32	(0.97)
	OFCD-Interest	0.21	-	-	-
Lloyds Steels Industries Limited	Other Services Paid- Capex Procurement	288.22*	(75.23)	19.56	(0.76)
	ICD-Interest	-	-	0.41	-
Trofi Chain Factory Private Limited	Other Services Paid	0.00039*	-	-	-
Thriveni Logistics Services LLP	Other Services Paid- Transportation service	0.53*	-	-	-
Lloyds Infinite Foundation	Other Services Paid- Donation for CSR	0.72*	-	-	-
Mandovi River Pellets Private Limited	Sale of Goods	9.91	(6.71)	-	-
Brahmani River Pellets Limited	Sale of Goods	8.19	-	-	-
Thriveni Lloyds Mining Private Limited	Other Services Paid- Transportation service	-	-	9.47	-
Lloyds Employees Welfare Trust	Other Services Paid- Loan	0.04	-	12.80	(0.05)

* Inclusive of GST

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

33) EARNINGS PER SHARE (EPS)

Particulars			2022-2023	2021-2022
Weighted average number of equity share for basic EPS	(A)	Nos	44.16	34.08
Add: Potential equity shares		Nos	4.79	1.48
Weighted average number of equity shares for diluted EPS	(B)	Nos	48.95	35.56
Face value of equity share (fully paid)			1	1
Profit attributable to equity shareholders for	(C)			
Basic	₹ in Crores		(288.55)	97.38
Diluted EPS	₹ in Crores		(231.77)	98.91
Earnings per equity share				
Basic	(C/ A)	₹	(6.53)	2.85
Diluted	(C/ B)	₹	(4.74)*	2.78

*Note:- As per Ind AS-33 if Diluted EPS is higher than basic EPS then diluted EPS would be same as basic EPS.

34) CONTINGENT LIABILITY

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Letter of Credit/Guarantees issued by Banks	46.98	13.56
(b) Disputed claims of Excise	16.19	16.88
(c) Demand notice by Income tax	33.68	32.01
(d) Claims against the Company not acknowledged as Debts	3.21	3.21

35) SHARE BASED PAYMENTS PLANS (ESOP)

The Company introduced “LLOYDS METALS AND ENERGY LTDESOP – 2017” which covers the eligible employees of the Company and its subsidiaries. The options granted under Plan shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee subject to maximum period of 5 (Five) years.

Details of “LLOYDS METALS AND ENERGY LTD. ESOP – 2017

Date of Grant	Options granted	Weighted average fair value of options	Exercise Price
20-Sep-2018	63,61,640	₹ 13.37/-	4.00
31-Jan-2019	3,05,000	₹ 10.61/-	4.00
26-Dec-2022	36,75,000	₹. 202.40/-	4.00

The fair value of the options was estimated on the date of grant using the Black Scholes with the following assumptions:

Grant date	Vest date	Historical Volatility	Average life of the options (in Years)	Risk-free interest rate	Dividend Yield
20-Sep-2018	20-Sep-2019	64.49%	2.50	8.02%	0.00%
20-Sep-2018	20-Sep-2020	71.77%	3.50	8.08%	0.00%
20-Sep-2018	20-Sep-2021	72.44%	4.50	8.09%	0.00%

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

Grant date	Vest date	Historical Volatility	Average life of the options (in Years)	Risk-free interest rate	Dividend Yield
20-Sep-2018	20-Sep-2022	73.77%	5.50	8.12%	0.00%
31-Jan-2019	20-Sep-2020	66.72%	3.14	6.98%	0.00%
31-Jan-2019	20-Sep-2021	70.13%	4.14	7.18%	0.00%
31-Jan-2019	20-Sep-2022	70.54%	5.14	7.22%	0.00%

The fair value of the options was estimated on the date of grant using the Simplified Method with the following assumptions:

Grant date	Vest date	Historical Volatility	Average life of the options (in Years)	Risk-free interest rate	Dividend Yield
26-Dec-2022	26-Dec-2023	54.16%	2.50	6.98%	0.24%
26-Dec-2022	26-Dec-2024	60.47%	3.50	7.12%	0.24%
26-Dec-2022	26-Dec-2025	58.53%	4.51	7.21%	0.24%
26-Dec-2022	26-Dec-2026	58.60%	5.51	7.26%	0.24%
26-Dec-2022	26-Dec-2027	60.48%	6.51	7.29%	0.24%

The information covering stock options is as follows:

Particulars	ESOP 2017	
	As at 31 st March, 2023	As at 31 st March, 2022
Outstanding at the beginning of the year (A)	4,70,000	7,90,000
Exercisable at the beginning of the year (B)	1,20,000	13,25,820
Granted (C)	36,75,000	-
Options Vested during the year (D)	1,05,000	3,20,000
Forfeited /Lapsed (E)	3,65,000	-
Exercised (F)	2,25,000	15,25,820
Outstanding at the end of the year(A+C-D-E)	36,75,000	4,70,000
Exercisable at the end of the year (B+D-F)	-	1,20,000

Since equity shares are listed hence for the purpose of calculating volatility, volatility of shares based on the expected life is considered.

Total expenses arising from share-based payment transactions recognized in profit or loss as part of employee benefit expense were as follows.

(₹ in Crores)

Particulars	2022-23	2021-22
SBP Expenses	7.35	0.21
Total employee share-based payment expense	7.35	0.21

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

36) BORROWING – NON-CURRENT

(₹ in Crores)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Non-Current	*Current Maturities	Non-Current	*Current Maturities
A) Secured- At Amortized Cost				
a) Term Loans				
i) NBFC's	-	-	40.00	9.00
ii) Banks	-	-	16.28	4.14
b) Other loan	-	-	0.44	0.36
B) Unsecured- At Amortized Cost				
a) Deferred payment Liabilities	-	-	-	-
b) Loan from Body Corporate	-	-	-	-
Total	-	-	56.72	13.50

(*Amount disclosed under Current Maturities (Refer Note 16 (iii)).

The monthly statement of the current assets filed by the company with Bank is in agreement with the books of accounts.

37) SEGMENT REPORTING UNDER IND AS – 108

Disclosures as required by the Ind AS - 108 on "Segment Reporting" are given below:

For management purposes, the Company is organized into business units based on its services and has three reportable segments, as follows:

- The Sponge Iron segment which includes production and manufacturing of Sponge Iron.
- The Mining Segment which includes Extraction of Iron Ore from Mines.
- The Power segment which includes generation of power.

(₹ in Crores)

Sr. No.		As at 31st March, 2023				As at 31st March, 2022			
		Sponge Iron	Power	Mining	Consolidated	Sponge Iron	Power	Mining	Consolidated
a)	Segment Revenue:								
	Sales:								
	External	748.99	75.01	2651.10	3475.10	445.42	49.73	237.97	733.12
	less: Inter division transfer	-	8.33	-	8.33	-	5.86	-	5.86
	Total	748.99	66.68	2651.10	3466.77	445.42	43.87	237.97	727.25
b)	Segment Result:								
	Operating Net Profit	248.69	41.80	680.41	970.90	28.20	21.24	121.28	170.72
	Common Expenses (Net)	-	-	-	-	-	-	-	(13.42)
	Finance cost	-	-	-	(65.04)	-	-	-	(18.14)
	Exceptional Item	-	-	-	(1194.40)	-	-	-	(51.36)
	Profit before tax	-	-	-	(288.54)	-	-	-	87.80
c)	Share of Profit / (Loss) before Tax	-	-	-	(0.01)	-	-	-	0.07
c)	Segment Assets:	915.61	205.18	482.98	1603.77	400.31	209.59	191.96	801.86

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

(₹ in Crores)

Sr. No.		As at 31st March, 2023				As at 31st March, 2022			
		Sponge Iron	Power	Mining	Consolidated	Sponge Iron	Power	Mining	Consolidated
	Common Assets	-	-	-	422.26	-	-	-	21.87
	Total	915.61	205.18	482.98	2026.03	400.31	209.59	191.96	823.73
d)	Segment Liabilities:	60.88	6.73	350.68	418.29	89.06	0.05	15.15	104.26
	Common Liabilities	-	-	-	54.03	-	-	-	13.95
	Total	60.88	6.73	350.68	472.32	89.06	0.05	15.15	118.21
e)	Capital Employed (including goodwill) Segment assets – segment liabilities	854.73	198.45	132.29	1185.48	311.25	209.54	176.81	697.60
f)	Common assets/Liabilities	-	-	-	368.33	-	-	-	7.92
	Total	854.73	198.45	132.29	1553.71	311.25	209.54	176.81	705.52

38) a) The Company does not envisage any liability for income tax for the current year in absence of any taxable income.

i) The major component of the Tax expenses are

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Current Income Tax		
For the Year	-	-
Deferred Tax recognized during the year in the P/L	(109.14)	(9.51)

ii) The Analysis of Deferred Tax Assets and expenses is as follows

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred Tax Assets		
Brought Forward Losses	147.81	49.51
Leasehold Assets as per IND AS 116	0.10	0.01
Employee Benefits	6.71	0.13
Fair value of investment as per IND AS	(1.14)	-
Depreciation on Property, Plant and Equipment	(16.10)	(21.41)
Net Deferred Tax Assets	137.38	28.24

iii) The Movement in deferred tax assets and liabilities during the year is as follows

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Opening Balance	28.24	18.73
Tax (expenses)/ Income recognised in the statement of Profit and Loss	109.14	9.51
Tax (expenses)/ Income recognised in OCI	-	-
Closing Balance	137.38	28.24

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

39) FINANCIAL RATIOS:

The Ratios as per latest amendment to Schedule III are as below:

Sr. No.	Particulars	Numerator	Denominator	2022-23	2021-22	Remarks
1	Current Ratio	Current Assets	Current Liabilities	2.01	2.61	The variation in Current ratio is primarily due to increase in current liabilities on account of advance from customers
2	Debt-Equity Ratio	Total Debt (Non-Current & Current -Borrowing and Lease liability)	Shareholders' Equity	-	0.21	The Company has paid all its dues during the year and Debt stands at NIL as on Reporting Date
3	Return on Equity (%) (Adjusted)	Profit after taxes (PAT) excluding Exceptional items	Shareholder's equity	59.25	31.91*	The return has improved as the company has improved its EBITDA significantly on account of increase in activity.
4	Inventory Turnover ratio (in times)	Revenue from operations	Average inventory	15.54	4.94	Increase in mining activities and higher production has resulted in higher Inventory Turnover
5	Trade Receivables turnover ratio (in times)	Revenue from operations	Average Trade Receivables	140.62	45.52	Increase in ratio is due to higher sales realisation and up-stick in volume led by Increase in mining operations.
6	Trade payables turnover ratio (in times)	Purchase of goods	Average trade payables	11.61	14.97	Reduction in purchases due to availability of captive raw material and better payment terms availed due to improved fund inflows has helped in the improvement in ratio.
7	Net capital turnover ratio (in times)	Revenue from operations	Net Working capital	7.15	3.66	Better availability of fund on account of Increased activity resulting in improvement in ratio.
8	Net profit ratio (%)	Net Profit Before Tax and Exceptional Items	Revenue from operations	23.49	19.95	Net Profit Margin has increased mainly due to improved operating profits due to Increase in mining operations.
9	Return on Capital employed (%)	Earnings before interest and taxes	Capital employed	55.47	22.30\$	Increase in mining activities and higher production & sales volume has resulted in improvement of this ratio.

*Return on Equity ratio for the previous financial year has been restated as adjusted PAT considered for the calculation of ratio in line with the current financial year.

\$Return on capital employed for the previous financial year has been restated and calculated in line with the current financial year.

Notes to Consolidated Financial Statements

for the year ended 31st March, 2023

40) CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

(₹ in Crores)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Amount required to be spent by the company during the year	0.68	0.23
1) Amount of the expenditure incurred	1.16	0.26
2) Reason for shortfall	NA	NA
3) Nature of CSR Activities	Promoting education, Promoting health including health care and Providing clean drinking water	

41) Previous year's figures are regrouped and rearranged wherever necessary.

42) As at 31st March 2023, consolidated financial statements of Lloyds Metals and Energy Limited have been prepared on the basis of audited financial statement of Thriveni Lloyds Mining Private Limited.

43) APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board of Directors on 25th April, 2023.

As per our Report of even date

For **Todarwal & Todarwal LLP**
Chartered Accountants
Firm Registration No W100231

Sd/-
Kunal Todarwal
Partner
Membership No 137804

Place : Mumbai
Date : 25th April 2023

For and on behalf of the Board of Directors of
Lloyds Metals and Energy Limited

Sd/-
Babulal Agarwal
Managing Director
DIN: 00029389

Sd/-
Riyaz Shaikh
Chief Financial Officer

Sd/-
Mukesh Gupta
Chairman
DIN: 00028347

Sd/-
Trushali Shah
Company Secretary
Membership No.-ACS-61489

Notes

Notes

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A-2, 2nd Floor, Madhu Industrial Estate, Pandurang Budhkar Marg,
Lower Parel, Mumbai, Maharashtra 400013

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