



December 10, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers, 1st Floor,
Dalal Street, Mumbai – 400001
BSE Scrip Code: 512463

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
NSE Symbol: LLOYDSENT

Sub: Notice of Postal Ballot

Ref: Intimation under Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) the Postal Ballot Notice has been electronically sent to all the Members, whose names appear in the Register of Members or list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose Email IDs are registered with the Company / Depositories as on Friday, December 05, 2025 (“**Cut-off date**”) and who have registered their email addresses with the Company or the Registrar & Share Transfer Agent or with the Depositories / Depository Participants, in accordance with the various Circulars issued by Ministry of Corporate Affairs (MCA), (“**MCA Circulars**”) and the Circulars issued from time to time by the Securities and Exchange Board of India (“SEBI”) (the “**SEBI Circulars**”). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

Further, in compliance with Regulation 30 of SEBI Listing Regulations, please find attached herewith a copy of the Postal Ballot Notice along with the Explanatory Statement for your records.

The Company has engaged the services of the NSDL for providing E-voting facility to the Members. The voting period will commence from **Thursday, December 11, 2025 from 9:00 A.M. (IST)** and will end on **Friday, January 09, 2026, at 5:00 P.M. (IST)**. The e-voting module shall be disabled by the NSDL thereafter. The results of voting by means of Postal Ballot through Remote E-voting along with the Report of the Scrutinizer shall be declared by the Chairman or any person authorized by him within 2 working days under Regulation 44 of the SEBI Listing Regulations and the same will be communicated to the Stock Exchanges along with the Scrutinizers Report within the prescribed time.

LLOYDS ENTERPRISES LIMITED

Registered Address: A-2, 2nd Floor, Madhu Industrial Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013

Tel: 022 - 6291 8111 Email: lloydsenterprises@lloyds.in www.lloydsenterprises.in

(CIN) L27100MH1986PLC041252



The said Postal Ballot Notice is being made available on the website of the Company, viz., www.lloydsenterprises.in and on the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). It is also being made available on the website of NSDL at the weblink www.evoting.nsdl.com.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For Lloyds Enterprises Limited

Pranjal Mahapure
Company Secretary & Compliance Officer
ACS69408

Encl: as above

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NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, December 11, 2025 AT 9:00 A.M. (IST)	Friday, January 09, 2026 AT 5:00 P.M. (IST)

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT pursuant to the provisions of Section 108 & 110, of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions if any (**"the Act"** including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014, read with General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (**the "MCA Circulars"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"** including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force) and the Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s), amendment(s), clarification(s), substitution(s) and re-enactment(s) thereof at the time being in force), the resolutions as set out in this Postal Ballot Notice are proposed to be passed by the members of the Company (as on the Cut-off Date) (**"Members"**), through postal ballot (**the "Postal Ballot"**) only by way of remote e-voting (**"e-voting"**) process i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s) and the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The details of the procedure to cast the vote forms part of the **"Notes"** to this Notice.

In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of **National Securities and Depository Limited ("NSDL")** for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by

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following the procedure as stated in the Notes forming part of the Notice. The last date of e-voting, i.e. **Friday, January 09, 2026**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Board of Directors of the Company now propose to obtain the consent of the members by way of the Postal Ballot for the matter as considered in the resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act read with the applicable provisions of the SEBI Listing Regulations, pertaining to the said resolution setting out material facts and the reason for the resolution is also annexed.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. (a) TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH CROSSLINK FOOD AND FARMS PRIVATE LIMITED:

To consider and, if thought fit, pass the following resolution with or without modification(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time and the provisions of Section 188 and other applicable provisions if any, of the Companies Act, 2013 (“**the Act**”) read with Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Company’s Policy on Related Party Transactions, and based on the recommendations of the Audit Committee and the Board of Directors, the consent of members be and is hereby accorded to enter into and / or continue with the material related party transactions involving funding by way of/ availing of Inter Corporate loans, Borrowings, Advances, any other fund infusion or debt in any manner, giving or receiving guarantees, providing security or in any other permissible manner, including earning interest or other revenue thereon, for an aggregate amount not exceeding INR 1000,00,00,000 (Indian Rupees One Thousand Crores only) on such terms and conditions as may be agreed upon between Crosslink Food and Farms Private Limited (“**CCFPL/a Related Party of the Company**”) and Lloyds Enterprises Limited (“**the Company**”) as set out more specifically in “Annexure A” to the explanatory statements, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company.

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RESOLVED FURTHER THAT the Board of Directors ("the Board"), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution."

(b) TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH GEOMYSORE SERVICES INDIA PVT LTD:

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

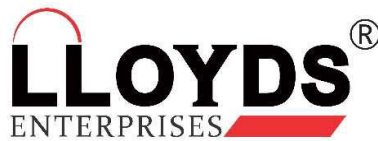
"RESOLVED THAT pursuant to Regulations 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transactions of Lloyds Enterprises Limited ("the Company"), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its

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powers conferred by this Resolution) to continue with the existing contracts/arrangements/transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in "Annexure B", with Geomysore Services India Pvt. Ltd. ("**GMSI**" / "**related party**") as per Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and GMSI, for an aggregate value of up to INR 1000,00,00,000 (Indian Rupees One Thousand Crores only) for sale, purchase or supply of goods/services or any other similar business transactions, and including trade advances, loans and advances (other than trade advances), inter-corporate deposits given by the listed entity, investments and other transactions for the purposes of business, entered or to be entered, subject to such contracts/arrangements/transactions being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors ("**the Board**"), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution."

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(c) TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH PRAKAR ESTATES AND PROMOTERS LLP:

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

"RESOLVED THAT pursuant to Regulations 23, 2(1)(zc) and other applicable regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act"), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transactions of Lloyds Enterprises Limited ("the Company"), and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contracts/arrangements/transactions and/or enter into and/or execute new contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in "Annexure C", with Prakar Estates and Promoters LLP ("PEPL"/"related party") of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and PEPL, for an aggregate value up to INR 1000,00,00,000 (Indian Rupees One Thousand Crores only) for sale, purchase or supply of goods/services or any other similar business transaction, and trade advances, loans and advances (other than trade advances), inter-corporate deposits given by the listed entity, investments and other transactions for the purpose of business, entered or to be entered, subject to such contracts/arrangements/transactions being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors ("the Board"), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary or expedient, including finalising the terms and conditions, methods and modes of the transactions, and to finalise, execute necessary documents, including contract(s), agreement(s) and such other instrument, make necessary applications and representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, and to take all necessary steps to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company, it being expressly intended that the members have accorded their approval thereto by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to give effect to the aforesaid resolution(s).

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RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution."

2. TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, pass the following resolution with or without modification(s) as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to grant loan(s) in one or more tranches, including loans represented by way of book debts ("Loan"), and/or to give guarantee(s), and/or to provide security(ies) in connection with any loan(s) obtained or to be obtained by any entity of the Company or any other person in whom any Director of the Company is interested, as specified in the Explanation to sub-section (2) of Section 185 of the Act (collectively referred to as the "Entities"), for an aggregate amount not exceeding INR 1000,00,00,000 (One Thousand Crores only), as the Board may, in its absolute discretion, deem beneficial and in the best interests of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to negotiate, finalize and agree upon the terms and conditions of the aforesaid Loan(s) / Guarantee(s) / Security(ies), and to take all necessary steps; to execute all such agreements, deeds, documents, instruments and writings; and to do all such acts, deeds, matters and things as may be necessary, incidental or expedient in this regard, including completing all legal and procedural formalities, as the Board may in its absolute discretion deem fit and appropriate."

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RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, as may be necessary or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring further consent or approval of the Members of the Company, it being expressly intended that the Members shall be deemed to have given their approval thereto by virtue of this resolution."

3. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION:

To consider and if thought fit pass the following resolution with or without modification(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5, 14, and 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the rules made thereunder (collectively, the **"Companies Act"**), and the Securities and Exchange Board of India (**"SEBI"**) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**) and in order to bring the Articles of Association of the Company in conformity with the requirements of the Companies Act and subject to such approval, consent, permission, if any, as may be required, and as may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to alter and adopt a new set of Articles of Association (**"AOA"**), in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any of its duly constituted Committee thereof) and Key Managerial Personnel be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary or expedient in their absolute discretion to give effect to this resolution, including undertaking necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, making applications, filings, submissions and representations to any statutory or regulatory authority including the Ministry of Corporate Affairs, and to accept such modifications or alterations to this resolution as may be required by the Registrar of Companies or any other authority, without requiring further approval of the members of the Company.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any questions, difficulties or doubts that may arise in connection with the implementation of this resolution, and to do all acts and take all steps that may be necessary, incidental, consequential or ancillary for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors
For and on behalf of
Lloyds Enterprises Limited**

**Place: Mumbai
Date: December 08, 2025**

**Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer
ACS69408**

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Notes:

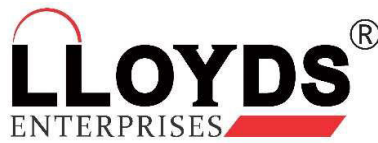
1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI Listing Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the proposed resolutions set out in Item No. 1a, 1b, 1c, 2 & 3 of this Postal Ballot Notice, is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (**the "Rules"**) and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars (collectively referred to as "**MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India, the Company is permitted to conduct the postal ballot process through electronic form.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email addresses are registered with the Company / Depository Participant(s), as on **Friday, December 05, 2025 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their Email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the SEBI Listing Regulations, 2015 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended ("**SEBI Master Circular**") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, December 05, 2025 ("cut-off date")**.
5. The remote e-voting period commences at **09:00 A.M. (IST) on Thursday, December 11, 2025** and will end at **05:00 P.M. (IST) on Friday, January 09, 2026** and the remote e-voting will be blocked and voting shall not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, December 05, 2025**, may cast their vote electronically. Once the member casts their vote on the

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Resolution, he or she will not be allowed to change it subsequently.

6. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name(s) of the shareholder(s) as on **Friday, December 05, 2025**
7. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
8. Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary (FCS No. 10070 and CP No. 12891) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced within 2 (two) working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.lloydsenterprises.in> and on the website of NSDL www.evoting.nsdl.com and communicated to the stock exchanges and RTA on the said date.
10. Those Members whose Email IDs are not registered can get it registered as follows:
 - Members holding shares in de-mat form can get their Email ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their Email ID registered by contacting our Registrar and Share Transfer Agent “**Bigshare Services Private Limited**” on their Email ID investor@bigshareonline.com and submit the relevant documents at their registered office at - Office No S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093.
11. Members may note that this Postal Ballot Notice will also be available on the Company’s website at www.lloydsenterprises.in, and on the websites of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and NSDL at www.evoting.nsdl.com
12. Electronic copies of all the documents referred to in the accompanying Notice of the Postal Ballot and the Explanatory Statement shall be made available for inspection. Members desiring inspection may send their request in writing to the Company at lloydsenterprises@lloyds.in
13. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Friday, January 09, 2026**.

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14. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.

15. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 of NSDL for casting your vote during the remote e-Voting period.2. 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 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.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for

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	<p>IDEAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. 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 of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B. Login Method 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?

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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’?

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- (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.com 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.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 mitesh@mishra.com with a copy marked to evoting@nsdl.com. 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 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail id 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 lloydsenterprises@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 lloydsenterprises@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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

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Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, December 05, 2025
Voting start date and time	Thursday, December 11, 2025 09:00 AM (IST)
Voting end date and time	Friday, January 09, 2026 05:00 PM (IST)
Date on which the resolution is deemed to be passed	Friday, January 09, 2026
Name, address and contact details of Registrar and Share Transfer Agent.	Bigshare Services Private Limited Office No. S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093. Email ID: investor@bigshareonline.com
Name, address and contact details of e-voting service provider	National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra 400013 Email ID: evoting@nsdl.com
NSDL e-voting website address	www.evoting.nsdl.com
Name of the scrutinizer	Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary

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EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following explanatory statement sets out material facts relating to the businesses mentioned under Resolution of the accompanying Notice:

ITEM NO: 1 (a)

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm's length basis. Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party, exceed(s) Rs. 1,000 Crore, or 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

All **material related party transactions** are required to receive **prior approval of the shareholders**, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited ("**LEL**" or the "**the Company**") proposes to enter into material Related Party Transaction(s) with Crosslink Food and Farms Private Limited (the "**Related Party**") for an aggregate amount not exceeding INR 1000,00,00,000 (One Thousand Crores only). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, and may include funding by way of/ availing of Inter Corporate loans, Borrowings, Advances, any other fund infusion or debt in any manner, giving or receiving guarantees, providing security or in any other permissible manner, including earning interest or other revenue thereon. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on November 11, 2025, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company. Based on the Committee's recommendations, the Board of Directors recommends the resolution set out in **Item No. 1(a)** for approval by the shareholders by way of an **Ordinary Resolution**.

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In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in "Annexure A". The maximum value of such transactions is estimated based on the Company's existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management, and based on the mandatory disclosures required to be furnished under the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated June 26, 2025, considered the proposed transaction at its meeting held on November 11, 2025. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm's length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated November 11, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, issued by the SEBI titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are annexed to this Notice.

Mr. Babulal Agarwal and Mr. Rajesh Gupta and their relatives are deemed to be concerned or interested in the proposed Resolution set out in **Item No. 1(a)**.

Except as stated above none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, except those specifically mentioned above, are in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1(a), except to the extent of their respective shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 1(a) for approval of the Members.

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ITEM NO: 1(b)

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are undertaken in the ordinary course of business and on an arm's length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party, Rs. 1,000 Crore, or 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

All **material related party transactions** are required to receive **prior approval of the shareholders**, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited ("**LEL**" or the "**the Company**") proposes to enter into material Related Party Transaction(s) with Geomysore Services India Pvt Ltd ("**GMSI**"/"**Related Party**"). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and GMSI, for an aggregate value up to INR 1000,00,00,000 (One Thousand Crores only) Crores for Sale, purchase or supply of goods/services or any other similar business transaction and trade advances, Loans and Advances (other than trade advances) or inter corporate deposits given by the listed entity, investment and other transactions for the purpose of business. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on December 08, 2025, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company. Based on the Committee's recommendations, the Board of Directors recommends the resolution set out in **Item No. 1(b)** for approval by the shareholders by way of an **Ordinary Resolution**.

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In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in "Annexure B". The maximum value of such transactions is estimated based on the Company's existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management, and based on the mandatory disclosures required to be furnished under the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated June 26, 2025, considered the proposed transaction at its meeting held on December 08, 2025. The Audit Committee reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm's length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated November 11, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, issued by the SEBI titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are annexed to this Notice.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, except those specifically mentioned above, are in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1(b), except to the extent of their respective shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 1(b) for approval of the Members.

ITEM NO: 1(c)

Regulatory Background

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") mandate the prior approval of Members by means of a resolution for all material related party transactions as well as any subsequent material modifications as may be determined by the Audit Committee, even if such transactions are

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undertaken in the ordinary course of business and on an arm's length basis.

Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party, Rs. 1,000 Crore, or 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

All **material related party transactions** are required to receive **prior approval of the shareholders**, in addition to the approval of the Audit Committee.

Detail of the Transactions

Lloyds Enterprises Limited ("**LEL**" or the "**the Company**") proposes to enter into material Related Party Transaction(s) with Prakar Estates and Promoters LLP ("**PEPL**"/"**Related Party**"). These transactions may be undertaken individually or collectively, whether as a single transaction or a series of transactions, on such terms and conditions as may be agreed between the Company and GMSI, for an aggregate value up to INR 1000,00,00,000 (One Thousand Crores only) for Sale, purchase or supply of goods/services or any other similar business transaction and trade advances, Loans and Advances (other than trade advances) or inter corporate deposits given by the listed entity, investment and other transactions for the purpose of business. The proposed transactions shall be subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The Audit Committee, in its meeting held on December 08, 2025, reviewed the proposed transactions in detail. The Independent Directors on the Committee have also granted their approval. The Audit Committee is of the view that the proposed transactions are in the best interests of the Company. Based on the Committee's recommendations, the Board of Directors recommends the resolution set out in **Item No. 1(b)** for approval by the shareholders by way of an **Ordinary Resolution**.

In accordance with the provisions of the SEBI Listing Regulations, the approval of the shareholders is being sought for the proposed contract(s), arrangement(s), and transaction(s) with the Related Party, whether undertaken individually, collectively, or as a series of transactions, for the period specified in "Annexure C". The maximum value of such transactions is estimated based on the Company's existing level of related party transactions and its future business projections.

The Audit Committee, after conducting a detailed review and scrutiny of all relevant information, documents provided by the Management, and based on the mandatory disclosures required to be furnished under the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated June 26, 2025, considered the proposed transaction at its meeting held on December 08, 2025. The Audit Committee

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reviewed and approved the said transaction(s) and recommended them to the Board of Directors for consideration, subject to the approval of the Members, while noting that the proposed transaction(s) are in the ordinary course of business and on an arm's length basis. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Further, the Audit Committee has reviewed the certificates provided by the Managing Director and Chief Financial Officer of the Company as required under RPT Industry Standards.

The mandatory disclosures required to be provided to the Shareholders in accordance with Section III-B of the SEBI Master Circular dated November 11, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/93 dated June 26, 2025, issued by the SEBI titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are annexed to this Notice.

Mr. Babulal Agarwal and Mr. Rajesh Gupta and their relatives are deemed to be concerned or interested in the proposed Resolution set out in **Item No. 1(c)**.

Except as stated above none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, except those specifically mentioned above, are in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1(a), except to the extent of their respective shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 1(c) for approval of the Members.

ITEM NO: 2

Regulatory Background

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security in connection with any loan taken/to be taken by the entity or any other person in whom any of the Director of the Company is/deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for its principal business activities and other matters connected therewith or incidental thereto, within the limits as mentioned in the Item no. 2 of the notice.

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The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company.

Mr. Babulal Agarwal and Mr. Rajesh Gupta and their relatives are deemed to be concerned or interested in the proposed Resolution set out in **Item No. 2**.

Except as stated above none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the Special Resolution set out at Item No. 2 of this Notice for approval of the Members.

ITEM NO: 3

The Board proposes to adopt a new set of Articles of Association to align the Company's governance framework with the latest provisions of the Companies Act, 2013 and the rules made thereunder, and other applicable statutory regulations.

The existing Articles contain several provisions and references that need to be changed in full conformity with the existing/ongoing law. The proposed new set of Articles are intended to provide better clarity, reflect updated statutory requirements, and ensure a more efficient and modern governance structure. Accordingly, approval of the shareholders is sought for replacing the existing Articles of Association with a new, updated set of Articles of Association.

The Board of Directors of the Company at its meeting held on December 08, 2025 approved the proposal to alter and adopt new set of the Articles of Association and recommended the same to the members for approval. A copy of existing Articles of Association and of the set of new Articles of Association with the proposed amendments are made available on the website of the Company <https://www.lloydsenterprises.in> and also available for inspection at the registered office of the Company on working days from 09:00 A.M. (IST) on Thursday, December 11, 2025, until 05:00 P.M. (IST) on Friday, January 09, 2026.

Pursuant to the provisions of Section 14(1) of the Companies Act, as applicable, any amendment in Articles of Association requires approval of the members of the Company by way of special resolution.

None of the Directors, key managerial personnel, senior management and relatives of Directors, key managerial personnel and/or senior management (as defined in the Companies Act and SEBI ICDR Regulations) are in any way concerned or interested in the proposed resolution, except in the ordinary course of business.

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The Board accordingly recommends the Special Resolution set out at Item No. 3 of this Notice for approval of the Members.

By Order of the Board of Directors
For and on behalf of
Lloyds Enterprises Limited

Place: Mumbai
Date: December 08, 2025

Sd/-
Pranjal Mahapure
Company Secretary & Compliance Officer
ACS69408

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Disclosure of Lloyds Enterprises Limited
("the Company" or "Listed entity")
in accordance with
Industry Standards on "Minimumss Information to be provided to the Audit
Committee and
Shareholders for Approval of Related Party Transactions (RPTs)" dated June 26, 2025
("RPT Industry Standards")

MINIMUM INFORMATION OF THE PROPOSED RELATED PARTY TRANSACTIONS

Annexure A

Sr. No.	Particulars of the information	Information provided by the management
A(1) Basic details of the related party		
1	Name of the related party	Crosslink Food and Farms Private Limited ("CFFPL")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Hospitality services; sustainable and integrated agriculture, horticulture, floriculture, etc.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	The CFFPL is a promoter of Lloyds Enterprises Limited ("LEL/Company") and therefore, a related party of the Company.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Directors of the Company with their relatives hold 3,77,31,182 (100%) of related party i.e. CFFPL
	Shareholding of the related party, whether direct or indirect, in the listed entity	62.71% (Direct+ Indirect)
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.		
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during	The Company has not undertaken any transaction with CFFPL during the last financial year.

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	the last financial year.	<p>The transaction undertaken by CFFPL with its related party (subsidiary of LEL) is as follows:</p> <table> <tr> <th>Sr. No</th><th>Nature of Transactions</th><th>FY 2024-25 (Rs. In Crores)</th></tr> <tr> <td>1.</td><td>Inter-Corporate Deposits given</td><td>2.17</td></tr> </table>	Sr. No	Nature of Transactions	FY 2024-25 (Rs. In Crores)	1.	Inter-Corporate Deposits given	2.17
Sr. No	Nature of Transactions	FY 2024-25 (Rs. In Crores)						
1.	Inter-Corporate Deposits given	2.17						
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p>The Company has not undertaken any transaction with CFFPL in the current financial year up to the Q2.</p> <p>Transactions undertaken in the current financial year up-to Q2 FY 2025-26 by the subsidiaries with CFFPL are as follows:</p> <table> <tr> <th>Sr. No</th><th>Nature of Transactions</th><th>FY 2025-26 till Q2 (Rs. In Crores)</th></tr> <tr> <td>1.</td><td>Inter-Corporate Deposits given</td><td>0.08</td></tr> </table>	Sr. No	Nature of Transactions	FY 2025-26 till Q2 (Rs. In Crores)	1.	Inter-Corporate Deposits given	0.08
Sr. No	Nature of Transactions	FY 2025-26 till Q2 (Rs. In Crores)						
1.	Inter-Corporate Deposits given	0.08						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None						
A(4) Amount of the proposed transaction(s)								
1	Amount of the proposed transactions being place	INR 1,000 Crores						
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	67.19%						

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4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA								
6	<p>Financial performance of the related party for the immediately preceding financial year:</p> <p>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>	<table><tr><th>Particulars</th><th>FY 2024-25 (in Crores)</th></tr><tr><td>Turnover</td><td>-</td></tr><tr><td>Profit After Tax</td><td>2.77</td></tr><tr><td>Net worth</td><td>8,806</td></tr></table>	Particulars	FY 2024-25 (in Crores)	Turnover	-	Profit After Tax	2.77	Net worth	8,806
Particulars	FY 2024-25 (in Crores)									
Turnover	-									
Profit After Tax	2.77									
Net worth	8,806									

A(5) Basic details of the proposed transaction

1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sr. No	Nature of Transactions	Amount (Rs in Crores)
2	Details of each type of the proposed transaction	1.	Inter Corporate Borrowings (including Interest expense), Advances or;	1,000
		2	Guarantee including performance guarantee in nature of security/contractual commitment or which could have	

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		an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 years	
4	Whether omnibus approval is being sought?	No	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 1,000 Crores.	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed Related Party Transactions are essential for meeting the Company's ongoing operational and investment requirements. As the Company is engaged in its core business as well as investment activities, these transactions are necessary to ensure operational continuity, efficient deployment of funds, cost optimisation, access to specialised services, and overall business synergy.</p> <p>The proposed transaction is being undertaken in the ordinary course of business and on an arm's length basis.</p> <p>This transaction is considered commercially prudent and in the best interests of the company and its shareholders.</p>	

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7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: <i>Indirect interest shall mean interest held through any person over which an individual has control.</i></p>	<p>Except Mr. Rajesh Gupta and Mr. Babulal Agarwal and their relatives none of the Promoter(s)/ director(s)/ Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party.</p>
	a. Name of the director / KMP	Mr. Rajesh Gupta and Mr. Babulal Agarwal
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>Mr. Rajesh Gupta (Director of the company): <i>Shareholding in the CFFPL: 1.90% (directly) 60.51 (indirectly)</i></p> <p>Mr. Babulal Agarwal (Chairman and Managing Director): <i>Shareholding in the CFFPL: 31.21 (indirectly)</i></p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable: as arm's length price will be charged
9	Other information relevant for decision making	The proposed material RPTs will be envisaged as an enabling approval from the shareholders of the Company, whenever required.

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PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee/surety/indemnity/comfort letter will enable the beneficiary entity to avail or continue to avail necessary financial assistance from related party on favorable terms, thereby supporting working capital, capital expenditure, and operational requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not Applicable
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable

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B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter-Corporate Borrowings, Loans and Advances in compliance with the applicable provisions of law.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	As per prevailing rate
3	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	As per prevailing rate including other cost
4	Maturity / due date	3 years
5	Repayment schedule & terms	As may be mutually agreed
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	<p>The proposed Related Party Transactions are essential for meeting the Company's ongoing operational and investment requirements. As the Company is engaged in its core business as well as investment activities, these transactions are necessary to ensure operational continuity, efficient deployment of funds, cost optimisation, access to specialised services, and overall business synergy.</p> <p>The proposed transaction is being undertaken in the ordinary course of business and on an arm's length basis. This transaction is considered commercially prudent and in the best interests of the company and its shareholders.</p>

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PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p><i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p><i>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request</i></p>	The related party is in the process of obtaining a credit rating.
2	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2024-2025	Entity continues as a going concern
	FY 2023-2024	Entity continues as a going concern
	FY 2022-2023	Entity continues as a going concern
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or	NA

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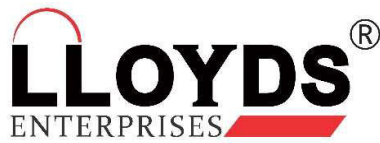
	which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	
4	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	NA
	<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	NA

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	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies</i>	
	a. Before transaction (Total Debt/Shareholders Equity)	0.05
	After transaction	To be determined after execution of the transaction
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies.</i>	
	a. Before transaction (Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets/Investment etc.) / (Interest & Lease Payments + Principal Repayments)	2.02
	b. After transaction	To be determined after execution of the transaction

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Annexure B

MINIMUM INFORMATION OF THE PROPOSED RELATED PARTY TRANSACTIONS

Sr. No.	Particulars of the information	Information provided by the management
A(1) Basic details of the related party		
1	Name of the related party	Geomysore Services India Pvt Ltd ("GMSI")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Carrying on minerals exploration & mining activities
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	<p>GS IPL, the Related Party is a Company incorporated under the Companies Act.</p> <p>LEL holds a 31.58% economic stake in GMSI through its 50% investment in Prakar Estate and Promoters LLP.</p>
	Shareholding of the listed entity, whether direct or indirect, in the related party.	LEL holds a 31.58% economic stake in GMSI through its 50% investment in Prakar Estate and Promoters LLP.
	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL
<p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>		
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	NA
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the	NA

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	quarter in which the approval is sought.	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being place	INR 1,000 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	67.19% of Annual Consolidated Turnover of the Company for Financial Year 2024-25. <i>(Annual Consolidated Turnover of the Company for the Financial Year 2024- 25 was Rs. 1488.28 Crores.)</i>
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year,	NA

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	if available.			
6	Financial performance of the related party for the immediately preceding financial year: Explanations: <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Particulars	FY 2024-25 (in Crores)	
		Turnover	0.73	
		Profit After Tax	(27.40)	
		Net worth	417.91	
A(5) Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sr. No	Nature of Transactions	Amount (Rs in Crores)
2	Details of each type of the proposed transaction	1.	Sale, purchase or supply of goods/services or any other similar business transaction and trade advances or;	1,000
		2	Loans and Advances (other than trade advances) or inter corporate deposits given by the listed entity	
		3	Investments made or given	
		4	Borrowings	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 years		
4	Whether omnibus approval is being sought?	No		
5	Value of the proposed transaction	Rs. 1,000 Crores.		

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	during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed related party transactions, including loans and advances (other than trade advances), inter-corporate deposits, sale/purchase or supply of goods or services, trade advances, investments made or given, and borrowings, are required for meeting the Company's business needs, operational efficiency, and financial flexibility.</p> <p>The proposed transaction is being undertaken in the ordinary course of business and on an arm's length basis enabling the Company to optimise utilisation of funds, ensure continuity of supply and services, support strategic business requirements, and leverage group synergies.</p> <p>The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>	None of the Promoter(s)/director(s)/Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise.
	a. Name of the director / KMP	NA
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA
8	A copy of the valuation or other	Not Applicable: as arm's length price will be

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	external party report, if any, shall be placed before the Audit Committee.	charged
9	Other information relevant for decision making	The proposed material RPTs will be envisaged as an enabling approval from the shareholders of the Company, whenever required.

PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	There is no bidding process. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.
2	Basis of determination of price.	Arm's length price prevailing at the time of execution of the transactions.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	The amount of any trade advance will be determined by the value of the corresponding purchase order and as per mutually agreed terms.

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not</i>	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from

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	<i>applicable to listed banks/ NBFCs/ insurance companies/housing finance companies.</i>	companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
2	<p>Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:</p> <p><i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies</i></p> <p>a. Nature of indebtedness</p> <p>b. Total cost of borrowing</p> <p>c. Tenure</p> <p>d. Other details</p>	NA
3	<p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p><i>Note:</i></p> <p><i>(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i></p> <p><i>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i></p>	Interest rate will be in line with prevailing rates.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	The proposed interest rate shall be at an arm's-length basis and in line with prevailing market rates.
5	Maturity / due date	As may be mutually decided
6	Repayment schedule & terms	As may be mutually decided
7	Whether secured or unsecured?	unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be	Funds shall be utilized towards meeting the

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	utilized by the ultimate beneficiary of such funds pursuant to the transaction.	operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.
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B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder
2	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	NA
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose
4.	Material terms of the proposed transaction	As may be mutually decided

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B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter-Corporate Borrowings, Loans and Advances in compliance with the applicable provisions of law.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	As per prevailing rate
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	As per prevailing rate including other cost
4	Maturity / due date	Maximum tenure upto 3 (three) years
5	Repayment schedule & terms	As may be mutually agreed
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	General corporate purposes

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and	There have been no defaults by the related party on any borrowings from the Company or from any other person during

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<p>value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>the last three financial years</p> <p>The related party has not been classified as a Non-Performing Asset (NPA) by any of its bankers, has not been declared a “wilful defaulter,” is not undergoing or facing any application for insolvency resolution or liquidation under the Insolvency and Bankruptcy Code, 2016, and does not suffer from any disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>
FY 2024-2025	
FY 2023-2024	
FY 2022-2023	

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C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party <i>Note:</i> <i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> <i>b. This shall be applicable in case of investment in debt securities</i>	N.A.
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	N.A.

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies	
	a. Before transaction	0.05
	b. After transaction	To be determined after execution of the transaction
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	
	a. Before transaction	2.02
	b. After transaction	To be determined after execution of the transaction

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Annexure C

S. No.	Particulars of the information	Information provided by the management
A(1) Basic details of the related party		
1	Name of the related party	Prakar Estates and Promoters LLP ("PEPL")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	PEPL is engaged in the business of acquiring and operating mining assets, with a focus on exploration, extraction, processing of gold. The LLP is also positioned to offer drilling, mineral testing, and geological consultancy services. While the primary emphasis is on mining and mineral value chains, the LLP retains flexibility to engage in trading, strategic investments, and other ancillary or related commercial activities in India and abroad.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following	Lloyds Enterprises Limited ("LEL / Company") holds 50% of the capital contribution in the PEPL.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	LEL holds 50% of the capital contribution in the PEPL.
	Shareholding of the related party, whether direct or indirect, in the listed entity	N.A.
Explanation: Indirect shareholding shall mean shareholding held through any person, over which listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, share held by relatives shall also be considered.		
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	N.A.
2	Total amount of all the transactions undertaken by the listed entity or	N.A.

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	subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being place	Rs. 1,000 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	67.19% of Annual Consolidated Turnover of the Company for Financial Year 2024-25. <i>(Annual Consolidated Turnover of the Company for the Financial Year 2024- 25 was Rs. 1488.28 Crores.)</i>
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	N.A.

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6	Financial performance of the related party for the immediately preceding financial year:	Particulars		FY 2024-25 (in Crores)	
		Turnover		Nil	
		Profit After Tax		(0.0068)	
		Net worth		318.94	
A(5) Basic details of the proposed transaction					
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sr. No	Nature of Transactions	Amount (Rs in Crores)	1,000
2	Details of each type of the proposed transaction	1.	Sale, purchase or supply of goods/services or any other similar business transaction and trade advances or;		
		2	Loans and Advances (other than trade advances) or inter corporate deposits given by the listed entity		
		3	Investments made or given		
		4	Borrowings		
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 years			
4	Whether omnibus approval is being sought?	No			
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 1,000 Crores			

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6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed related party transactions, including loans and advances (other than trade advances), inter-corporate deposits, sale/purchase or supply of goods or services, trade advances, investments made or given, and borrowings, are required for meeting the Company's business needs, operational efficiency, and financial flexibility.</p> <p>The proposed transaction is being undertaken in the ordinary course of business and on an arm's length basis enabling the Company to optimise utilisation of funds, ensure continuity of supply and services, support strategic business requirements, and leverage group synergies.</p> <p>The arrangements are undertaken on commercially favourable terms, are consistent with industry practice, and do not have any adverse impact on the interests of the Company or its shareholders.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>Except Mr. Rajesh Gupta and their relatives none of the Promoter(s)/director(s)/Key Managerial Personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except to extent of their directorship or shareholding in the related party.</p>
	a. Name of the director / KMP	Mr. Rajesh Gupta
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	LEL holds 50% of the capital contribution in the PEPL through its Executive Director, Mr. Rajesh Gupta.
8	A copy of the valuation or other external party report, if any, shall be	Not Applicable: as arm's length price will be charged.

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	placed before the Audit Committee.	
9	Other information relevant for decision making	The proposed material RPTs will be envisaged as an enabling approval from the shareholders of the Company, whenever required.

PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	There is no bidding process. Parties are chosen on the basis of product requirement, competitive prices and creditworthiness, on mutually agreed terms.
2	Basis of determination of price.	Arm's length price prevailing at the time of execution of the transactions.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	The amount of any trade advance will be determined by the value of the corresponding purchase order and as per mutually agreed terms.

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B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management				
1	<p>Source of funds in connection with the proposed transaction.</p> <p><i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/ insurance companies/housing finance companies.</i></p>	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder.				
2	<p>Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:</p> <p><i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies</i></p> <table><tr><td>a. Nature of indebtedness</td></tr><tr><td>b. Total cost of borrowing</td></tr><tr><td>c. Tenure</td></tr><tr><td>d. Other details</td></tr></table>	a. Nature of indebtedness	b. Total cost of borrowing	c. Tenure	d. Other details	NA
a. Nature of indebtedness						
b. Total cost of borrowing						
c. Tenure						
d. Other details						
3	<p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p><i>Note:</i></p> <p><i>(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i></p> <p><i>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by</i></p>	Interest rate will be in line with prevailing rates.				

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	<i>the listed entity.</i>	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	The proposed interest rate shall be at an arm's-length basis and in line with prevailing market rates.
5	Maturity / due date	As may be mutually decided
6	Repayment schedule & terms	As may be mutually decided
7	Whether secured or unsecured?	unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose.

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	Proceeds from the Company's business operations / activities/ Internal accruals / proceeds from capital expansion through permissible issues / loan and borrowings from companies and/or any other permissible sources of fund in accordance with the provisions of Companies Act, 2013 and rules made thereunder
2	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	N.A.
	a. Nature of indebtedness	

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	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives / requirements/ exigencies/ General Corporate purpose
4.	Material terms of the proposed transaction	As may be mutually decided

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Inter-Corporate Borrowings, Loans and Advances in compliance with the applicable provisions of law.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	As per prevailing rate
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	As per prevailing rate including other cost
4	Maturity / due date	Maximum tenure upto 3 (three) years
5	Repayment schedule & terms	As may be mutually agreed
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	General corporate purposes

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PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1): Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1	<p>Latest credit rating of the related party</p> <p><i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	N.A.
2	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of</p>	<p>There have been no defaults by the related party on any borrowings from the Company or from any other person during the last three financial years.</p> <p>The related party has not been classified as a Non-Performing Asset (NPA) by any of its bankers, has not been declared a “wilful defaulter,” is not undergoing or facing any application for insolvency resolution or liquidation under the Insolvency and Bankruptcy Code, 2016, and does not suffer from any disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>

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an insolvency resolution process or liquidation;	
d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
<i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	
FY 2024-2025	
FY 2023-2024	
FY 2022-2023	

C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party <i>Note:</i> <i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> <i>b. This shall be applicable in case of investment in debt securities</i>	N.A.
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	N.A.

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable	

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	to listed banks/NBFC/insurance companies/housing finance companies	
	a. Before transaction	0.05
	b. After transaction	To be determined after execution of the transaction
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	
	a. Before transaction	2.02
	b. After transaction	To be determined after execution of the transaction

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