



LLOYDS METALS AND ENERGY LIMITED

45TH ANNUAL REPORT 2021-22

Lloyds Metals and Energy Limited

Corporate Information

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Mukesh Gupta (DIN: 00028347)	Chairman
Mr. Babulal Agarwal (DIN: 00029389)	Managing Director
Mr. Rajesh Gupta (DIN: 00028379)	Non-Executive Director
Mr. Madhur Gupta (DIN: 06735907)	Non-Executive Director
Mr. Devidas Kambale (DIN: 01569430)	Independent Director
Mr. Jagannath Dange (DIN: 00020656)	Independent Director
Mrs. Bhagyam Ramani (DIN: 00107097)	Independent Director
Dr. Balram Singh (DIN: 02843001)	Independent Director (ceased w.e.f. 05 th January, 2022)
Mr. Balasubramanian Prabhakaran (DIN: 01428366)	Additional Non-Executive Director (w.e.f. 07 th October, 2021)
Mr. Ramesh Luharuka (DIN: 00001380)	Additional Independent Director (w.e.f. 07 th October, 2021)
Dr. Seema Saini (DIN: 09539941)	Additional Independent Director (w.e.f. 30 th March, 2022)

Chief Financial Officer

Mr. Riyaz Shaikh

Statutory Auditor

VSS & Associates
306, Dalamal Chambers, Behind
Aayakar Bhawan,
Sir Vithaldas Thackersey
Road, New Marine Lines,
Mumbai- 400 020

Cost Auditor

Singh M K & Associates
Jajodia Tower, 3, Bentinck Street
Room No- E5, 5th Floor,
Kolkata - 700001

Company Secretary

Ms. Trushali Shah
(w.e.f. 07th October, 2021)

Secretarial Auditor

B.R. Gupta & Co.
Unit No. 12, 1st Floor, Cluster 2,
Poonam Cluster 1,2,3, Shanti Park
Layout, Near Balaji Hotel, Miraroad
(E), Thane – 401 107

Internal Auditor

RSM Astute Consulting Pvt. Ltd.
3rd Floor, A- Wing, Technopolis
Knowledge Park, Mahakali Caves,
Road, Andheri (East),
Mumbai -400093, Maharashtra.

CORPORATE IDENTIFICATION NUMBER

CIN: L40300MH1977PLC019594

BANKERS

Kotak Mahindra Bank Limited
Citizencredit Co-Operative Bank Limited
Yes Bank Limited
Union Bank of India

REGISTERED OFFICE & WORKS

SPONGE IRON & POWER PLANT

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

MINING SITE

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

CORPORATE OFFICE

A2, 2nd Floor, Madhu Estate,
Pandurang Budhkar Marg, Lower Parel,
Mumbai – 400013.
Tel : 022 – 6291 8111
E-mail : investor@lloyds.in

REGISTRAR & 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
Phone: 022 - 6263 8222
Fax: 022 - 6263 8299
E-mail: investor@bigshareonline.com

INDEX	PAGE NO.
Notice	03
Directors' Report	13
Management Discussion and Analysis Report	37
Report on Corporate Governance	42
Standalone	
Auditors' Report	74
Balance Sheet	82
Profit & Loss	83
Cash Flow Statement	84
Note to Financial Statements	86
Consolidated	
Auditors' Report	115
Balance Sheet	121
Profit & Loss	122
Cash Flow Statement	123
Note to Financial Statements	125

45th Annual General Meeting

Date: 13th August, 2022 Time: 11.30 A.M

To be convened through VC/OAVM

NOTICE

NOTICE is hereby given that the **Forty-Fifth (45th) Annual General Meeting ("AGM")** of the Members of the **Lloyds Metals and Energy Limited** will be held on **Saturday, 13th August, 2022 at 11.30 a.m. via Video Conferencing ("VC") / or Other Audio-Visual Means ("OAVM")**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2022, including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and Auditors Report thereon.
3. To appoint a director in place of Mr. Rajesh Gupta (DIN: 00028379), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To declare Final Dividend on Equity Shares at the rate of 50% (Fifty percent) [i.e., 0.50 paisa/- (Fifty Paise Only) per Equity Share of Face Value of ₹ 1/- (Rupee One each)] for the Financial Year ended 31st March, 2022.
5. **Appointment of M/s. Tadarwal & Tadarwal LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 111009W/W100231) as the Statutory Auditors of the Company.**

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

"RESOLVED THAT, pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Tadarwal & Tadarwal LLP, Chartered Accountants (ICAI Firm Registration No.: 111009W/W100231), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years commencing from the 45th Annual General Meeting till the conclusion of the 50th Annual General Meeting to be held in the year 2027 at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

6. Ratification of Remuneration of Cost Auditors of the Company.

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

"RESOLVED THAT, pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) (excluding GST) plus applicable taxes payable to Singh M K & Associates, Cost Accountants (Firm Registration Number: 101770), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2023.

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

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

**Trushali Shah
Company Secretary
ACS-61489**

**Place: Mumbai
Date: 29th April, 2022**

Notes:

1. The AGM will be held on Saturday, 13th August, 2022 at 11.30 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08th April, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020, MCA General circular No. 20/2020 dated 05th May, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and MCA General Circular No. 02/2022 dated 05th May, 2022, SEBI Circular dated 12th May, 2020, SEBI Circular dated 15th January, 2021 and SEBI Circular dated 13th May, 2022.
2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.

However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.

3. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC / OAVM are requested to send to the Company on its email ID tdshah@lloyds.in, a certified copy of the Board Resolution authorising their representative to attend the Meeting and vote on their behalf through e-voting.
4. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 02/2022 dated 05th May, 2022 physical attendance of the Members is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
5. Those Shareholders whose email ID's are not registered can get their e-mail ID's registered as follows:
 - Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - Members holding shares in the physical form can get their e-mail ID registered by contacting our Registrar and Share Transfer Agent "Bigshare Services Private Limited" on their email ID's investor@bigshareonline.com or by sending the duly filled in e-communication registration form enclosed with this Notice to our RTA on their email id investor@bigshareonline.com.
6. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under note no. 24.
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as "the Act").
8. As the Annual General Meeting of the Company is held through VC / OAVM, we therefore request the members to submit questions in advance relating to the business specified in this notice of AGM on email ID tdshah@lloyds.in.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 06th August, 2022 to Saturday, 13th August, 2022 (both days

inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.

10. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
11. An explanatory statement setting out details relating to the businesses to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

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

13. Members desirous of obtaining any information as regards to the accounts are requested to send an email to tdshah@lloyds.in, 15 days in advance before the date of the Meeting (i.e., on or before Friday, 29th July, 2022 by 05:00 p.m. IST) to enable the Management to keep full information ready on the date of AGM.
14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement can send an email to tdshah@lloyds.in.
15. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

Instructions and other information relating to e-voting are given in this Notice under note no. 23.

16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
17. The Annual Report along with the Notice of AGM will be placed on the Company's website on www.lloyds.in.
18. Members of the Company holding shares either in physical form or in de-materialised forms as on BENPOS date i.e., 15th July, 2022 will receive Annual Report for the financial year 2021-22 through electronic mode.
19. As per the MCA Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email id's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant.
20. The Board of Directors has appointed Mr. Maharishi Ganatra of Maharishi Ganatra & Associates, Practising Company Secretary (Membership No. FCS no.: 14520 and CP no.: 11332), as the Scrutinizer to scrutinise the remote e-Voting process as well as e-voting during the AGM in a fair and transparent manner.
21. Members are requested to notify any changes in their address to the Company's Registrar & 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.
22. Members are requested to quote their folio no. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.

23. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

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

- i. The voting period begins on Tuesday, August 09, 2022 (9:00 a.m. IST) and ends on Friday, August 12, 2022 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 05th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote

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

- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers ("ESP's") providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESP's, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
 1. The Shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/

NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Facility for Non – Individual Shareholders and Custodians –Remote Voting

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

uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

The Instructions for Members for E-Voting on the day of the AGM are as under: -

- i. The procedure for E- Voting is same as the instructions mentioned above for remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/ EGM.
- iv. Shareholders are encouraged to join the Meeting through laptops / Ipad's for better experience.
- v. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that participants connecting from mobile devices or tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views / ask questions during the Meeting may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, DP ID and client Id / folio number, PAN, mobile number on tdshah@lloyds.in from 08th August, 2022 to 09th August, 2022 (up till 05:00 p.m. IST). The Shareholders who do not wish to speak during the AGM but have queries may send their queries on or before 06th August, 2022 (up till 05:00 p.m. IST) mentioning their name, DP ID and client Id / folio number, PAN, mobile number at tdshah@lloyds.in. These queries will be replied to by the Company suitably via e-mail.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.
- ix. Only those shareholders, who are present in the AGM / EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM / AGM.
- x. If any votes are cast by the Shareholders through the e-voting available during the EGM / AGM and if the same shareholders have not participated in

the meeting through VC / OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those Shareholders whose email addresses / mobile nos. are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- a. For shareholders holding shares in physical form-please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by your registered e-mail to our RTA Bigshare Services Private Limited on their email Id investor@bigshareonline.com.
- b. For shareholders holding shares in de-mat form – please update your e-mail id & mobile no. with your respective Depository Participant (“DP”)

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

- a. Members whose email IDs are already registered with the Depository Participant / Registrar and Share Transfer Agent of the Company and who are desirous to attend the AGM through VC / OAVM can apply at tdshah@lloyds.in requesting for participation in the AGM, by giving their name as registered in the records of the Company, DPID / client ID or Folio Number and the Registered e-mail Id.
- b. Members who are desirous of attending the AGM through VC / OAVM and whose email IDs are not registered with the RTA of the Company / DP, may get their email IDs registered as per the instructions provided in point no. 05 of this notice.
- c. Members who are desirous of attending the AGM may send their request by 06th August, 2022 (up till 05:00 p.m.). On successful registration with the Company, the invitation to join the AGM will be sent to the Members on their registered email Id's latest by 10th August, 2022. This will be done on first come first served basis, limited to 1000 members only. Due to security reason the invitation link to participate in the AGM will be shared on the registered email id of the Member only after successful registration with the Company.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from 08th August, 2022 to 09th August, 2022 (up till 05:00 p.m. IST) from their registered e-mail Id's mentioning their name, DP ID and client Id / folio

number, PAN, mobile number on tdshah@lloyds.in as registered in the records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.

- d. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
 - e. In case of Android/Iphone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
 - f. Further Members will be required to allow camera and use internet audio settings as and when asked while setting up the meeting on mobile app.
 - g. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
 - h. The helpline number for joining the Meeting through electronic mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
 - i. Institutional shareholders are encouraged to participate at the AGM through VC / OAVM and vote thereat.
25. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
 26. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020, the Notice calling AGM has been uploaded on the website of the Company at www.lloyds.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-voting facility) i.e., www.evotingindia.com.

27. Investor Grievance Redressal: The Company has designated an e-mail id investor@lloyds.in to enable investors to register their complaints, if any.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cslindia.com or call on toll free no. 1800 22 55 33.

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

Annexed to the Notice convening the Forty-Fifth Annual General Meeting Scheduled to be held on Saturday, 13th August, 2022.

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

Item No.: 05

The Members of the Company are requested to note that one term of the existing Statutory Auditor of the Company has expired. The current Statutory Auditors of the Company have shown their inability to continue as the Statutory Auditors of the Company for a second term.

Hence, the Company is required to appoint another individual or firm as the Statutory Auditor of the Company as per the provisions of Section 139 of the Act. The Board on recommendations of the Audit Committee in their meeting held on 29th April, 2022 has recommended the appointment of M/s Todarwal & Todarwal LLP, Chartered Accountants (FRN: 111009W/W100231) as the Statutory Auditors of the Company from the conclusion of the 45th Annual General Meeting till the conclusion of 50th Annual General Meeting (for one term of five years), at a remuneration as may be mutually decided between the Board of Directors and the Auditors.

M/s Todarwal & Todarwal LLP, Chartered Accountants (FRN: 111009W/W100231) have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of the proviso to Section

139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Further requirement of ratification of Auditors by members at every Annual General Meeting has been omitted by the Companies (Amendment) Act, 2017 effective from 07th May, 2018.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 05 of the notice.

Item No.: 06

The Board on recommendations of the Audit Committee in their meeting held on 29th April, 2022 has approved the appointment of M/s. Singh M K & Associates, Cost Accountants as Cost Auditor to conduct the Cost Audit of the Company for the Financial year 2022-23 at ₹ 30,000/- (Rupees Thirty Thousand only) remuneration.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out at Item no. 06 of the Notice for ratification of remuneration payable to the cost auditors for the financial year ending 31st March, 2023.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out in Item No. 06 of the Notice except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolutions set out at the Item No. 05 & 06 of the Notice for the Member's approval of the Company.

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

**Trushali Shah
Company Secretary
ACS-61489**

Date: 29th April, 2022

Place: Mumbai