



## NOTICE OF POSTAL BALLOT

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**Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

VOTING STARTS ON	VOTING ENDS ON
Sunday, 05 <sup>th</sup> May, 2024 at 9:00 a.m. (IST)	Monday, 03 <sup>rd</sup> June, 2024, at 5:00 p.m. (IST)

Dear Member (s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos.14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated Decemno holber 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company 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) as on the Cut-off Date i.e **Monday, 29 April 2024**. 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 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the 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 detailed procedure with respect to e-voting is mentioned in this Notice. The last date of e-voting, **i.e Monday, 03rd June, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

In accordance with the said MCA Circulars and applicable provisions of the Act and Listing Regulations, this Postal Ballot Notice is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) and the communication of assent/dissent of the members will only take place through the remote e-voting facility being offered by the Company instead of physical Postal Ballot Forms. Accordingly, physical copy of the Notice



along with the Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. The board hereby request the members to approve the below mentioned resolution as a Special Resolution:

**1) Approval for the Issuance of Equity shares on Preferential basis**

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), as amended from time to time, the listing agreements entered into by the Company with National Stock Exchange of India Limited ( the **“Stock Exchange”**) on which the equity shares of the Company having face value of Rs. 10/- each (**“Equity Shares”**) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory or regulatory authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and such approvals, consents and permissions as may be necessary or required from any Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, , wherein the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the members of the company be and is hereby accorded their consent and approval to offer, issue and allot upto 10,00,000 (Ten Lakh) Equity Shares at a price of Rs. 99 (Indian Rupees Ninety-Nine Rupees only)/- per Equity Share (including a premium of Rs. 89 /- per Equity Share), aggregating to Rs. 9,90,00,000 to Mrs. Alpana Sanjay Dangi for cash consideration by way of a preferential issue on a private placement basis (**“Preferential Issue”**) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 161 of SEBI (ICDR) Regulations, 2015 and in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the price for the Preferential Issue of the Equity Shares is Friday, May



03, 2024 (“**Relevant Date**”) and the date deemed as the date of resolution passed subject to the requisite majority approval of the members is scheduled on June 3, 2024.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as applicable and prescribed under applicable laws:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals;

b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

d) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and / or Management Committee and / or anyone of the Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue,



apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**Date: 26<sup>th</sup> April, 2024**  
**Place: Mumbai**

**By Order of the Board**  
**For Lloyds Luxuries Limited**  
**Sd/-**  
**Rajalakshmi Thevar**  
**Company Secretary**  
**ACS – 64317**



## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, SEBI (LODR) Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the items of Special Business set out in said resolution 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 Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and circular No. 09/2023 dated 25th September 2023 and other relevant circulars (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs, Government of India (MCA), 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 Monday, 29<sup>th</sup> April 2024 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") 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 Monday, 29<sup>th</sup> April 2024 ("**cut-off date**").
5. The remote e-voting period commences at 09:00 a.m. (IST) on Sunday, 05<sup>th</sup> May, 2024 and will end at 05:00 p.m. (IST) on Monday, 03<sup>rd</sup> June, 2024 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., Monday, 29<sup>th</sup> April 2024, may cast their vote electronically. Once the member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.

6. M/s. Mitesh J Shah, Practicing Company Secretaries 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.
7. 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 not later than 2 working days from the conclusion of e-voting and will also be displayed on the Company website <https://lloydsluxuries.in/> and on the website of NSDL <https://www.evotingindia.com> and communicated to the stock Exchange and RTA on the said date.
8. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. Those Members whose email IDs are not registered can get their Email ID registered as follows:
  - Members holding shares in de-mat form can get their E-mail ID registered by contacting their respective Depository Participant.
  - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “**Bigshare Services Private Limited**” on their email id [investor@bigshareonline.com](mailto: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](mailto:investor@bigshareonline.com).
10. Members may note that this Postal Ballot Notice will also be available on the Company’s website at <https://lloydsluxuries.in/> website of National Stock Exchange of India at [www.nseindia.com](http://www.nseindia.com). Also, the Notice shall be displayed on website of National Securities Depository Limited at <https://www.evotingindia.com>.
11. 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 [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.in).
12. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Monday, 03<sup>rd</sup> June, 2024.



13. 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.

14. **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

1. The voting period begins on Sunday, 05<sup>th</sup> May, 2024 at 09:00 a.m. (IST) and ends on Monday, 03<sup>rd</sup> June, 2024 at 05.00 p.m. (IST). During this period, shareholders of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, 29<sup>th</sup> April 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”) as amended from time to time and read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13<sup>th</sup>, 2020, the General Circular No. 22/2020 dated June 15<sup>th</sup>, 2020, the General Circular No. 33/2020 dated September 28<sup>th</sup>, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23<sup>rd</sup>, 2021, the General Circular No. 20/2021 dated 08<sup>th</sup> December, 2021, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and the General Circular No. No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (herein after referred to as “**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), resolutions are proposed for consideration by Members of Lloyds Luxuries Limited (“**the Company**”) to be passed by means of Postal Ballot through voting by electronic means only (“**remote e-voting**”).

2. Currently, there are multiple e-voting service providers (ESP’s) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the de-mat account holders, by way of a single login credential, through their de-mat accounts/ websites of Depositories/ Depository Participants. De-mat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
3. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their de-mat accounts in order to access e-voting facility.







Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in De-mat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>





	<p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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. 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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?**

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:

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

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

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

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

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



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

## **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 [team@mjshah.com](mailto:team@mjshah.com) > with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Sagar S Gudhate at [sagarg@nsdl.com](mailto:sagarg@nsdl.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.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 [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.in). If you are an Individual shareholder 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](mailto: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.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 04<sup>th</sup> May, 2024:

### **Item No. 1:**

In accordance with Sections 23(1)(b), 42 and 52(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Mrs. Alpana Sanjay Dangi (Investor").

The Board, pursuant to its resolution dated April 26, 2024, has noted an accepted and investment commitment letter dated April 26, 2024 issued by Investor to the Company for investment of Rs. 9,90,00,000 in the Company, subject to customary closing conditions, and consequently the Board has approved the proposed Preferential Issue of 10,00,000 equity shares at a price of Rs. 99/- per Equity Share (at a premium of Rs. 89/- per Equity Share) ("Issue Price), and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is Rs. 98.69 per Equity Share.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

i) Particulars of the Preferential Issue Including date of passing of Board resolution

- The Board of Directors at its meeting held on April 26, 2024 has, subject to the approval of the Members and such other approvals as may be required: Approved the issuance of 10,00,000 Equity Shares of the face value of Rs. 10 only per Equity Share, at a price determined as on 3<sup>rd</sup> May, 2024 as per Chapter V of the SEBI ICDR Regulations, 2015.

ii) Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued



- Up to 10,00,000 Equity Shares of the face value of Rs. 10 only per Equity Share of the Company, at a price of Rs. 99/- (including a premium of Rs. 89/-) per Equity Share aggregating up to Rs. 9,90,00,000, such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii) Basis on which the price has been arrived at and justification for the price (including premium, if any)

- The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 10 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 98.69 per Equity shares. The price per share to be issued pursuant to the Preferential issue is fixed at Rs. 99, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

iv) Amount which the company intends to raise by way of such securities:

- Aggregating up to Rs. 9,90,00,000.

v) Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised

- The Company proposes to raise an amount aggregating up to Rs. 9,90,00,000 through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized towards the general corporate purposes to drive our business growth and share issue expenses.

vi) Relevant Date

- In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is May 03, 2024, being the date 31 days prior to the date of the E-Voting last date which will be deemed to be the date of resolution passed ("**Relevant Date**") scheduled on June 03, 2024. (Being 30 days prior to the last date of E-voting falls on Weekend, the preceding date is considered)

vii) The class or classes of persons to whom the allotment is proposed to be made

- The Preferential Issue of Equity Shares is proposed to be made to one investor, being Mrs. Alpana Sanjay Dangi



viii) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue

- None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential

ix) Proposed time frame within which the Preferential Issue shall be completed

- As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

x) Principal terms of assets charged as securities

- Not applicable.

xi) Shareholding pattern of the Company before and after the Preferential Issue

- Please refer Annexure – “A” to this Notice for details.

xii) Material terms of raising such securities

- The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

xiii) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

- During the year, no preferential allotment has been made to any person as of the date of this Notice.

xiv) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

- Not Applicable





xv) The change in control, if any, in the Company that would occur consequent to the Preferential issue, and the percentage of post preferential issue capital that may be held by the allottees

- There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investor. The percentage of post preferential issue capital that will be held by the Investor shall be 4.23%.

xvi) Contribution being made by the promoters and directors either as part of the Preferential Issue or separately in furtherance of objects

- No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

xvii) Valuation and Justification for the allotment proposed to be made for consideration other than cash

- Not applicable

xviii) Lock-in Period

- The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

xix) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

- Non-promoter

xx) Undertakings

- None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.



- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
  - a) if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
  - b) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

xxi) Company Secretary's Certificate

The certificate from M/s. H. Maheshwari & Associates (COP: 10245), Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations has been provided along with this notice and will also be made available on the Company's website and will be accessible at <https://lloydsluxuries.in/>.

xxii) Other disclosures

- a) During the period from April 26, 2024 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares
- b) Since the Equity Shares of the Company are listed on the stock Exchange and the Preferential Issue is not more than 5, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential issue is for a cash consideration.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to investor is being sought by way of a special resolution as set



out in the said Item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**Date: 26<sup>th</sup> April, 2024**  
**Place: Mumbai**

**By Order of the Board**  
**For Lloyds Luxuries Limited**  
**Sd/-**  
**Rajalakshmi Thevar**  
**Company Secretary**  
**ACS – 64317**



### ANNEXURE 'A'

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sr.No	Category of Shareholders	Pre-Issue		Post-Issue	
		No of shares held	% of Shareholding	No of shares held	% of Shareholding
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
<b>(a)</b>	Individuals/ Hindu Undivided Family	3	0.00	3	0.00
<b>(b)</b>	Central Government/ State Government(s)	0	0.00	0	0.00
<b>(c)</b>	Bodies Corporate	0	0.00	0	0.00
<b>(d)</b>	Financial Institutions/ Banks	0	0.00	0	0.00
<b>(e)</b>	Any Others	16499994	72.84	16499994	69.76
	<b>Sub Total(A)(1)</b>	16499997	72.84	16499997	69.76
<b>2.</b>	<b>Foreign</b>				
<b>(a)</b>	Individuals+ (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
<b>(b)</b>	Bodies Corporate	0	0.00	0	0.00
<b>(c)</b>	Financial Institutions/ Banks	0	0.00	0	0.00
<b>(d)</b>	Any Others	0	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	0	0.00	0	0.00
<b>(B)</b>	<b>Public shareholding</b>				
<b>1.</b>	<b>Institutions</b>				
<b>(a)</b>	Alternate Investment Funds	0	0.00	0	0.00
<b>(b)</b>	Financial Institutions / Banks	0	0.00	0	0.00
<b>(c)</b>	Central Government/ State Government(s)	0	0.00	0	0.00



<b>(d)</b>	Venture Capital Funds	0	0.00	0	0.00
<b>(e)</b>	Insurance Companies	0	0.00	0	0.00
<b>(f)</b>	Foreign Institutional Investors	0	0.00	0	0.00
<b>(g)</b>	Foreign Venture Capital Investors	0	0.00	0	0.00
<b>(h)</b>	Any Other	0	0.00	0	0.00
	<b>Sub-Total (B)(1)</b>	0	0.00	0	0.00
	<b>2. Non-institutions</b>				
<b>(a)</b>	Bodies Corporate	0	0.00	0	0.00
<b>(b)</b>	Individuals	0	0.00	0	0.00
<b>(c)</b>	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	37,39,302	16.51	37,39,302	15.81
<b>(d)</b>	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	3,42,000	1.51	13,42,000	5.67
<b>(e)</b>	Non-Resident Indian(NRIs)	50,000	0.22	50,000	0.21
<b>(f)</b>	Foreign National	0	0.00	0	0.00
<b>(g)</b>	Foreign Companies	0	0.00	0	0.00
<b>(h)</b>	Bodies Corporate	12,12,000	5.35	12,12,000	5.12
<b>(i)</b>	Any Other	8,10,000	3.58	8,10,000	3.42
	<b>Sub-Total (B)(2)</b>	61,53,302	27.16	71,53,302	30.24
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	61,53,302	27.16	71,53,302	30.24
	<b>TOTAL (A)+(B)</b>	2,26,53,299	100	2,36,53,299	100
<b>C</b>	Shares held by Custodians and against which DRs have been issued	0	0.00	0	0.00
	<b>GRAND TOTAL (A)+(B)+(C)</b>	2,26,53,299	100	2,36,53,299	100



**(Certificate Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)**

To

The Board of Directors

Lloyds Luxuries Limited

B-2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg,

Lower Parel, Delisle Road, Mumbai,

Maharashtra, India, 400013

I, CS Hemant Maheshwari, Practicing Company Secretary have been appointed *vide* by Letter 28<sup>th</sup> April 2024 by Lloyds Luxuries Limited (hereinafter referred to as '**Company**'), having CIN L74999MH2013PLC249449 and having its Registered Office at B-2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Delisle Road, Mumbai, Maharashtra, India, 400013 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of 10,00,000 (Ten Lakhs) Equity shares with face value of Rs. 10 each, fully paid up on a preferential basis with an issue price of Rs. 99/- each ('**Proposed Preferential issue**'). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 26<sup>th</sup> April 2024 to the following allottees:

S. No.	Name of the Proposed Allottee(s)	Category	No. of Equity Shares
1.	Alpana Sanjay Dangi	Non- Promoter	10,00,000 (Ten Lakhs)
	Total		10,00,000 (Ten Lakhs)

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as



applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottees;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was 03<sup>rd</sup> May 2024;
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
  - a. to note that the equity shares are fully paid up.
  - b. However there is no share held by the proposed allottee in the company
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
- viii. Permanent Account Numbers of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;
- ix. Draft notice of General Meeting, Explanatory Statement and Shareholders Agreement (if any):
  - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
  - b. to verify the lock-in period as required under Regulation 167 of the Regulations
  - c. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- x. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at **Rs. 98.69/-** per Equity Share;
- xi. Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares is not applicable as shares are frequently traded and also not triggered by any other provisions/regulations requirements of Chapter V of SEBI(ICDR) Regulation 2018.
- xii. Verified the relevant statutory records of the company to confirm that:
  - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.



- b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I am not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

**Certification:**

Based on my examination of such information/documents and explanation furnished to me/us by the management and employees of the Company and to the best of my/our knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

For H. Maheshwari & Associates

Hemant Maheshwari  
Company Secretaries



Membership No. : - 26145  
Cop : 10245

Date: 04<sup>th</sup> May 2024  
Place : Thane  
UDIN : A026145F000309043