



**Date: 12th August, 2024**

To,  
**National Stock Exchange of India Limited**  
**Listing Compliance Department,**  
Exchange Plaza, Plot No. C – 1,  
Block - G, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051

**Company Symbol: LLOYDS**

**Sub: Notice of Eleventh (11<sup>th</sup>) Annual General Meeting for the F.Y. 2023-24 of Lloyds Luxuries Limited.**

**Dear Sir/Madam,**

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 11<sup>th</sup> Annual General Meeting of the Company for Financial Year 2023-24 to be convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the circulars issued by Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) to transact the business as set out in the Notice of 11<sup>th</sup> AGM.

The schedule of the AGM is set out below:

<b>Event</b>	<b>Date</b>	<b>Time</b>
Cut-off date to vote on AGM resolutions	Wednesday, 28 <sup>th</sup> August, 2024	-
Record Date	Wednesday, 28 <sup>th</sup> August, 2024	-
Book Closure –AGM	Thursday, 29 <sup>th</sup> August, 2024 to Wednesday, 04 <sup>th</sup> September, 2024	-
Commencement of e-voting	Sunday, 01 <sup>st</sup> September, 2024	09:00 A.M. IST
End of e-voting	Tuesday, 03 <sup>rd</sup> September, 2024	05:00 P.M. IST
Annual General Meeting (AGM)	Wednesday, 04 <sup>th</sup> September, 2024	03.00 P.M. IST

You are requested to take the above on your record.

Thanking you,  
**For and on behalf of Lloyds Luxuries Limited**

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**Rajalakshmi Thevar**  
**Company Secretary & Compliance Officer**  
**A64317**  
**Place: Mumbai**

## NOTICE

**NOTICE** is hereby given that the **Eleventh (11<sup>th</sup>) Annual General Meeting ("AGM")** of the Members of the **Lloyds Luxuries Limited** will be held on **Wednesday, 4<sup>th</sup> September, 2024 at 03.00 p.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 Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and Reports of the Board of Directors and Auditors thereon.
2. To re-appoint a Director in place of Mr. Shreekrishna Mukesh Gupta (DIN: 06726742), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. Approval for increasing the managerial remuneration drawn by Mr. Prannay Dokkania, Managing Director (DIN:09621091) of the Company  
To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with relevant provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, the Memorandum and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for increasing the remuneration drawn by Mr. Prannay Dokkania, Managing Director (being the remuneration drawn in case of no profit or inadequate profit and above ceiling as prescribed under the provisions of Section II of Part II of Schedule V of the Act) as follows, w.e.f. April 1, 2024 for a period of 1 year:

- a) Salary:  
Rs. 28,00,000/- (Rupees Twenty-Eight Lakhs only) per annum by way of Salary.
- b) Perquisites and Allowances:  
Rs. 1,65,00,000/- (Rupees One Crores Sixty-Five Lakhs only) per annum by way of Perquisites and Allowances excluding the following:

- Contribution to Provident Fund and Superannuation Fund, as per rules of the Company.
  - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
  - Encashment of leave as per the Rules of the Company.
- c) The Company shall pay to or reimburse to the Managing Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.
- d) **Annual Incentives based on the achievement of yearly budget:**

In addition to the Salary, Perquisites and Allowances, Mr. Prannay Dokkania shall also be entitled to incentives on achievement of yearly budgets. This performance linked incentives would be payable subject to the achievement of yearly budgets and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of the incentives linked with achievement of yearly budgets by the Board (supported by the Nomination and Remuneration Committee) are:

- Company performance on certain defined quantitative parameters as may be decided by the Board from time to time, such as Sales, EBDITA;
- Industry benchmarks of remuneration; and
- Performance of the individual.

However, the aforesaid incentives shall not exceed Rs. 1,65,00,000/- (Rupees One Crores Sixty Five Lakhs only) in any case.

**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to issue and/or grant and/or exercise Employee Stock Options under Lloyds Luxuries Limited Employees Stock Option Scheme, 2023 ('Scheme') to Mr. Prannay Dokkania for the services rendered by him in the capacity of Managing Director of the Company, notwithstanding the facts that the value of Equity Shares allotted on exercise of options so granted/to be granted/to be exercised may exceed the ceiling as prescribed under aforesaid provisions of the Act and applicable rule(s), regulation(s) or direction(s) issued by SEBI or any other applicable act or law, including the remuneration to be paid

in the event of loss or inadequacy of profits in any financial year during the tenure of the scheme;

**RESOLVED FURTHER THAT** apart from the aforesaid revision in remuneration limit, the other terms, and conditions of appointment of Mr. Prannay Dokkania, as previously approved by the Members of the Company at the Extra-ordinary General Meeting of the Company held on 5<sup>th</sup> July, 2022, shall remain unchanged and continue to be effective;

**RESOLVED FURTHER THAT** the remuneration including all benefits, amenities and perquisites (as tabled above) shall nevertheless be paid and allowed to Mr. Prannay Dokkania as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby authorized to revise the remuneration of Mr. Prannay Dokkania from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is in compliance with provisions of sections 196, 197, 198 of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director and/or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies;

**RESOLVED FURTHER THAT** a certified true copy of the resolution be furnished under the signature of any one Director and/or Key Managerial Personnel of the Company to the respective authorities”

**By the order of the Board  
For Lloyds Luxuries Limited**

sd/-  
**Rajalakshmi Thevar**  
**Company Secretary & Compliance Officer**  
**A64317**

**Date: 14<sup>th</sup> May, 2024**  
**Place: Mumbai**

**Notes:**

1. The 11<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, 04<sup>th</sup> September, 2024 at 03.00 p.m (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
2. Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos.14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020, Circular No.20/2020 dated 5<sup>th</sup> May, 2020, Circular No.02/2021 dated 13<sup>th</sup> January, 2021, Circular No.19/2021 dated 8<sup>th</sup> December, 2021, Circular No.21/2021 dated 14<sup>th</sup> December, 2021, Circular No.02/2022 dated 5<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (“MCA Circulars”) has permitted to conduct the Annual General Meeting through video conferencing (“VC”) or other audiovisual means (“OAVM”) upto 30<sup>th</sup> September, 2024. In compliance with the aforesaid MCA Circulars, the 11<sup>th</sup> Annual General Meeting (“11<sup>th</sup> AGM” or “Meeting”) of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7<sup>th</sup> October, 2023 issued by Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for F.Y. 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM

are requested to send to the Company on its email Id [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.in), a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.

5. Those Shareholders whose email IDs are not registered can get their e-mail ID's registered as follows:
  - Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
6. 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 the 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 the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as "the Act").
8. As the Annual General Meeting of the Company is held through VC / OAVM, we therefore request the members to submit questions in advance relating to the business specified in this notice of AGM on the email ID [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.in) atleast 10 days in advance but not later than Monday, 26<sup>th</sup> August, 2024.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 29<sup>th</sup> August, 2024 to Wednesday, 04<sup>th</sup> September, 2024 (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.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents relevant referred to in the Notice of AGM and explanatory statement will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.in).
14. 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. 24.
15. 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.
16. The Annual Report along with the Notice of AGM will be placed on the Company's website on <https://www.lloydsluxuries.in/>.
17. Members of the Company holding shares either in physical form or in de-materialised forms as on BENPOS date i.e., Monday, 09<sup>th</sup> August, 2024 will receive Annual Report for the financial year 2023-24 through electronic mode.
18. As per the MCA Circular 20/2020 dated 5<sup>th</sup> 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.
19. The Board of Directors have appointed Mr. K.C. Nevatia of M/s. K. C. Nevatia & Associates, Practising Company Secretary (Membership No.: F3963), as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the AGM in a fair and transparent manner.
20. Members are requested to notify any changes in their address / e-mail id's to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093.
21. 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.
22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)

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

23. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at <https://lloydsluxuries.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also available on the website of e-voting agency NSDL at the website address <https://www.evotingindia.com/>.

**24. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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/IdasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdasDirectReg.jsp</a></li> <li>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 "<b>Login</b>" 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>

<b>Commencement of remote e-voting</b>	Sunday, 01 <sup>st</sup> September, 2024 (9:00 a.m. IST)
<b>End of remote e-voting</b>	Tuesday, 3 <sup>rd</sup> September, 2024 (5:00 p.m. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Wednesday, 28<sup>th</sup> August, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off date, being Wednesday, 28<sup>th</sup> August, 2024.

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

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

**Step 1: Access to NSDL e-Voting system**

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

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

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store                Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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>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 &amp; voting during the meeting. 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>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 MyeasiTab and then click on registration option.</li> <li>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 or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:**

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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. 1800-21-09911

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

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

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

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) If you are still unable to get the password by aforesaid option, 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.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kcnevatia@yahoo.com](mailto:kcnevatia@yahoo.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.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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.nsd.com](http://www.evoting.nsd.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav at [evoting@nsdl.com](mailto:evoting@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 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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. 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.
3. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.in). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from 26<sup>th</sup> August, 2024 to 31<sup>st</sup> August, 2024 (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 [cs@lloydsluxuries.in](mailto:cs@lloydsluxuries.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.



## EXPLANATORY STATEMENT

### (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### ITEM NO. 3

Mr. Prannay Dokkania was appointed as Managing Director of the Company with effect from 5<sup>th</sup> July, 2022 to hold office for a term of 5 years. The terms of appointment and remuneration were approved by the Members vide Special Resolution passed at an Extra-Ordinary General Meeting of the Company held on 5<sup>th</sup> July, 2022. The Members had authorized the Board of Directors to revise the remuneration of Mr. Prannay Dokkania from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is in compliance with the limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

In line with the above, the Board of Directors and Nomination and Remuneration Committee, after taking into consideration the skills, rich experience, knowledge, contribution and continued valuable guidance provided by Mr. Prannay Dokkania; at their respective meetings held on 14<sup>th</sup> May, 2024, have approved and re-commended for the Members approval, increase in the remuneration drawn by Mr. Prannay Dokkania, Managing Director (being the remuneration drawn in case of no profit or inadequate profit and above ceiling as prescribed under the provisions of Section II of Part II of Schedule V of the Act) as follows, w.e.f. April 1, 2024 for a period of 1 year:

a) Salary:

Rs. 28,00,000/- (Rupees Twenty-Eight Lakhs only) per annum by way of Salary.

b) Perquisites and Allowances:

Rs. 1,65,00,000/- (Rupees One Crores Sixty-Five Lakhs only) per annum by way of Perquisites and Allowances excluding the following:

- Contribution to Provident Fund and Superannuation Fund, as per rules of the Company.

- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

- encashment of leave as per the Rules of the Company.

- c) The Company shall pay to or reimburse to the Managing Director all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

Further, your Board has also re-commended for the Members approval, a proposal to issue and/or grant and/or exercise Employee Stock Options under Lloyds Luxuries Limited Employees Stock Option Scheme, 2023 ('Scheme') to Mr. Prannay Dokkania for the services rendered by him in the capacity of Managing Director of the Company, notwithstanding the facts that the value of Equity Shares allotted on exercise of options so granted/to be granted/to be exercised may exceed the ceiling as prescribed under aforesaid provisions of the Act and applicable rule(s), regulation(s) or direction(s) issued by SEBI or any other applicable act or law, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of the scheme;

During the Financial Year 2023-24, the Company has no profits as Significant capital expenditures have been strategically made to drive future growth, including enhancing our product ranges, implementing new service offerings, upgrading infrastructure and implementing advanced technologies.

A brief resume of Mr. Prannay Dokkania's experience, qualifications, and the details of his memberships on other companies' boards and committees as per the Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto as Annexure II and forms part of this Notice of the Meeting.

In line with the above, the approval of the Members of the Company is being sought by way of a Special Resolution for increasing the remuneration drawn by Mr. Prannay Dokkania, Managing Director of the Company, as set out in the item no. 3 of the notice.

Other than Mr. Prannay Dokkania, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in the above resolution.

**DISCLOSURES AS PER SUB CLAUSE (IV) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013:**
**I. General Information:**

1	Nature of industry	Wellness and Salon Industry
2	Date or expected date of commencement of commercial production	Not Applicable (The company was incorporated on October 21, 2013. The company has since commenced business.)
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	Financial Year 2023-24 (Rs. In Lakhs)
	Total Income	4,109.33
	Profit/ (Loss) before tax	(829.49)
	<b>Net profit after Taxation</b>	<b>(800.66)</b>
5	Foreign investments or collaborations, if any.	Not Applicable except minor shareholding of Non Resident Indians.

**II. Information about the Managing Director:**

1	Background details	Refer Annexure II
2	Past remuneration	Rs. 5,83,333 per month
3	Recognition or awards	None
4	Job profile and his suitability	Mr. Prannay Dokkania has completed his Post Graduate Diploma in Management [PGDM] from Sadhana Centre for Management and Leadership Development, Pune, Maharashtra in 2006. He has a work experience of around 20 years in the Retail, Salon and Beauty Industry. He primarily looks after the overall business operations of the Company including strategic, operational, finance and formulation of policies for the business development. He is a process driven person and has a hands-on approach. Under his guidance our Company has witnessed continuous growth and has been instrumental in turning around the business. He is the most suitable for the post of Managing Director of the Company.
5	Remuneration proposed	As detailed above
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of business of the Company and the huge responsibility that Mr. Prannay Dokkania is carrying. The remuneration does differ from company to company in the industry depending on the respective operations and the size of the company.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, or other Director, if any .	Apart from drawing remuneration as Managing Director of the Company, there are no other pecuniary relationships. Mr. Prannay Dokkania is not related to any managerial personnel/Director of the Company.

**III. Other information:**

Reasons of loss or inadequate profits	During the Financial Year 2023-24, the Company has no profits as Significant capital expenditures have been strategically made to drive future growth, including enhancing our product ranges, implementing new service offerings, upgrading infrastructure and implementing advanced technologies.		
Steps taken or proposed to be taken for improvement	Improving marketing strategy and Brand Levels		
Expected increase in productivity and profits in measurable terms.	Financial Year	Expected Turnover	Net Profit After Tax
	2024-25	5,282.99	138.92
	2025-26	6,558.56	524.68
	2026-27	7,870.27	944.43

**BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]**

**ANNEXURE I**

<b>Name of Director</b>	Shreekrishna Mukesh Gupta
<b>DIN</b>	06726742
<b>Date of Birth</b>	21/08/1992
<b>Age</b>	32 Years
<b>Date of first appointment on the Board</b>	11 <sup>th</sup> November, 2013
<b>Qualifications</b>	Bachelor of Science in International Business from Brunel University (2013)
<b>A Brief Resume of the Director &amp; Nature of her Expertise in Specific Functional Areas;</b>	Mr. Shreekrishna Mukesh Gupta is one of the Promoters of our Company. He was the brain behind acquiring the brand rights and secured a lucrative deal to bring Truefitt and Hill in India. He has a work experience of over 10 years in the Salon and Beauty Industry. He has the vision to increase the outlets with ongoing healthy profitability in India and has a strong and robust e-commerce presence. He believes in improving skill of our workforce and ensuring they offer the best customer experience.
<b>Disclosure of Relationships Between Directors Inter-Se, Manager &amp; KMP</b>	Mrs.Vandini Gupta, Non – Executive Director is the wife of Mr.Shreekrishna Gupta.
<b>Directorship Held in Other Listed companies</b>	Lloyds Engineering Works Limited
<b>Membership/Chairmanships of committees of other listed companies</b>	None
<b>Names of the listed entities from which Mr. Shreekrishna M Gupta resigned in the past three years</b>	None
<b>No. of Shares held in the Company</b>	1 share holding in the capacity of Promoter *Holding shares in the capacity of Beneficial Owner
<b>No. of Board meetings attended during last Financial Year</b>	5
<b>Terms and conditions of appointment</b>	Chairman and Non-Executive Promoter Director (Non-Independent), liable to retire by rotation.

\*54, 99,999 shares holding in the capacity of Beneficial owner being a partner in PlutusTrade and Commodities LLP.

**ANNEXURE II**

<b>Name of Director</b>	<b>Mr. Prannay Dokkania</b>
<b>DIN</b>	09621091
<b>Date of Birth</b>	07 <sup>th</sup> July, 1981
<b>Age</b>	43 years
<b>Date of first appointment on the Board</b>	01 <sup>st</sup> March, 2021, as the Manager of the Company
<b>Qualifications</b>	Post Graduate Diploma in Management [PGDM] from Sadhana Centre for Management and Leadership Development, Pune
<b>A Brief Resume of the Director &amp; Nature of her Expertise in Specific Functional Areas;</b>	<p>Mr. Prannay Dokkania has a work experience of around 20 years in the Retail, Salon and Beauty Industry. He primarily looks after the overall business operations of the Company including strategic, operational, finance and formulation of policies for the business development. He has previously worked with many re-nowned organisations as follows:</p> <ul style="list-style-type: none"> <li>• Associated with “<b>Lloyds Luxuries Limited</b>” since Aug. 2020 till date</li> <li>• Associated with “<b>JCB Salon’s Pvt Ltd</b>” as Bangalore Operations Head and CFO (Dec. 2012 – Aug. 2020)</li> <li>• Associated with “<b>Brand Marketing India (Calvin Klein &amp; French Connection Brands)</b>” as an Asst. General Manager – Finance &amp; Accounts (Oct. 2011 – Nov. 2012)</li> <li>• Associated with “<b>Aditya Birla Retail Ltd.</b>” as Business Controller (May 2007 – Oct 2011)</li> <li>• Associated with “<b>Honeywell Automation India Ltd.</b>” as Credit Analyst (March 2006 – May 2007)</li> <li>• Associated with “<b>Aaltex International Pvt. Ltd.</b>” as Finance &amp; Accounts head (June 2002 – May 2004)</li> </ul>
<b>Disclosure of Relationships Between Directors Inter-Se, Manager &amp; KMP</b>	None
<b>Directorship Held in Other Listed companies</b>	None
<b>Membership/Chairmanships of committees of other listed companies</b>	None
<b>Names of the listed entities from which Mr. Prannay Dokkania has resigned in the past three years</b>	None
<b>No. of Shares held in the Company</b>	Nil
<b>No. of Board meetings attended during last Financial Year</b>	6
<b>Terms and conditions of appointment</b>	Managing Director with Fixed Tenure(Executive Director)